

Invitation Extraordinary General Meeting

REGULATED INFORMATION
before opening of the stock market
September 30, 2015 – 7:40 AM

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 Friday October 30, 2015 at 11.00 AM, ("EGM I") (and, in case the required quorum is not reached at EGM I, a second Extraordinary General Meeting of Wednesday November 18, 2015 at 3.00 PM ("EGM II"))

The shareholders, directors and auditor of Care Property Invest NV (the "Company" or "CP Invest") are hereby invited to attend the extraordinary general meeting of the Company (the "EGM") which will be held on **Friday October 30, 2015 at 11.00 AM** at the registered office of the Company, in order to consult on the agenda and proposals for a resolution 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).

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 in order to approve the sale of own shares, the proposals on the agenda of this EGM under 4 require the presence of the least half of the share capital (except in case of a second EGM which will be held if the first EGM does not reach the required quorum of attendance, and which will be able to consult in a valid manner regardless of the present or represented part of the capital).

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

In case the required quorum is not reached at the EGM of Friday October 30, 2015 at 11.00 AM, a second EGM will be convened on Wednesday November 18, 2015 at 3.00 PM at the registered office of the Company, *mutatis mutandis* with 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 Thursday **October 8, 2015** by regular letter (Horstebaan 3, 2900 Schoten), fax (+32 3 222 94 95) or e-mail (aandeelhouders@carepropertyinvest.be) (article 533ter of the Companies Code).

More detailed information about the rights pursuant to article 533ter of the Companies Code will be made available to shareholders on the Company website (www.carepropertyinvest.be). 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 Thursday October 15, 2015.

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. Friday **October 16, 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, at the latest on Saturday **October 24, 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 Saturday **October 24, 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. 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) at the latest on Saturday **October 24, 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) at the latest on Saturday **October 24, 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.

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).

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). 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