

*Free translation. The Dutch version will prevail.*

**Invitation**  
**Extraordinary General Meeting**  
REGULATED INFORMATION  
before opening of the stock market  
3 May 2016 – 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 Thursday 2 June 2016 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 22 June 2016 at 3.00 PM ("EGM II"))**

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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 **Thursday 2 June 2016 at 11.00 AM** at the registered office of the Company, in order to consult on the agenda and proposals for a resolution below.

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.

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.*

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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.

**Adoption of the amendment to the articles of association:** It is specified that the adoption of the amendment to the articles of association requires the motions to be placed on the agenda of this EGM and the presence or representation of at least half the issued capital (subject to 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 order to be adopted, the motions under point 1 require a majority of three-quarters of the votes cast during the EGM.

**In case the required quorum is not reached at the EGM of Thursday 2 June 2016 at 11.00 AM, a second EGM will be convened on Wednesday 22 June 2016 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 Wednesday 11 May 2016 by regular letter (Horstebaan 3, 2900 Schoten), fax (+32 3 222 94 95) or e-mail (aandeelhouders@carepropertyinvest.be) (article 533 *ter* of the Companies Code).

More detailed information about the rights pursuant to article 533 *ter* of the Companies Code will be made available to shareholders on the Company website ([www.carepropertyinvest.be](http://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 Wednesday 18 May 2016.

**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. Thursday **19 May 2016** (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 Friday **27 May 2016**.

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 Friday **27 May 2016**.

**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 Friday **27 May 2016**. 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.

In case the required quorum is not reached at the EGM of Thursday 2 June 2016 at 11.00 AM, the proxy given for this meeting will be valid as well for the second EGM, if any, which will be convened on Wednesday 22 June 2016 at 3.00 PM, *mutatis mutandis* with the same agenda.

**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 Friday **27 May 2016**.

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