

Invitation

Extraordinary General Meeting

6 March 2023

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, section Antwerp)
(the “Company”)

Invitation to the Extraordinary General Meeting of Shareholders of Wednesday 5 April 2023, 11 a.m. (EGM I)

(and, in the event that the required quorum would not be reached at EGM I, a second extraordinary general meeting to be held on Wednesday 26 April 2023 at 11 a.m.)

The shareholders, directors and statutory auditor of Care Property Invest NV (the “Company” or “CP Invest”) are invited to participate to the extraordinary general meeting of the Company (“EGM” or “Meeting”) that shall be held at the registered office of the Company at Horstebaan 3, 2900 Schoten on **5 April 2023 at 11 a.m.** (and in case of insufficient quorum, a second extraordinary general meeting will be held with the same agenda on **26 April 2023 at 11 a.m.** at the place and in the manner to be indicated in the invitation), for the purpose of deliberating on the agenda and proposed resolutions as set out below:

The AGENDA is as follows:

1. Acknowledgement of the special report of the board of directors prepared in accordance with article 7:199 of the Code of companies and associations with regard to the renewal of the authorisation regarding the authorised capital, which sets out the special circumstances in which the authorised capital may be used and the objectives pursued in doing so.
As it is a mere acknowledgement, this agenda item does not require a resolution by the general meeting.
2. Proposal to, subject to prior approval by the FSMA, renew the existing authorisation regarding the authorised capital and replace it with a new authorisation to the board of directors to increase the capital in one or more transactions under the conditions set out in the special report of the board of directors mentioned under agenda item 1 and to amend article 7 of the articles of association ("Authorised Capital") accordingly in accordance with the resolution taken.

Proposal to authorise the board of directors to increase the capital, on the dates and according to the modalities to be determined by the board of directors, in one or more operations in the amount of a maximum amount of:

- 1) 50% of the amount of the capital on the date of the extraordinary meeting of 5 April [or, in case of a carens meeting 26 April] 2023, as the case may be rounded down to the euro cent, for capital increases by contribution in cash whereby the possibility is provided for the exercise of the preferential subscription right or the irreducible allocation right by the shareholders of the company;
- 2) 20% of the amount of the capital on the date of the extraordinary meeting of 5 April [or, in case of a carens meeting 26 April] 2023, as the case may be rounded down to the euro cent, for capital increases in the framework of the distribution of an optional dividend, and

3) 10% of the amount of the capital on the date of the extraordinary meeting of 5 April [or, in case of a carens meeting 26 April] 2023, as the case may be rounded down to the euro cent, for capital increases, provided that the capital within the context of the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting that has approved the authorisation (in other words, the sum of the capital increases in application of the proposed authorisations cannot exceed the amount of the capital on the date of the extraordinary general meeting that has approved the authorisation).

These proposed authorisations will be granted for a period of two years from the publication of the resolution of the extraordinary general meeting approving the proposed authorisations in the annexes to the Belgian Official Gazette. As of that date, the existing authorisations granted by the extraordinary general meeting of 16 May 2018 will lapse, and the proposed authorisations will take their place. For the avoidance of doubt, should the proposed authorisations not be approved, the existing authorisations will continue to apply.

Proposed resolution:

“The extraordinary general meeting resolves to approve the renewal of the authorisation of the board of directors regarding the authorised capital as proposed by the board of directors in its special report pursuant to article 7:199 of the Code of companies and associations and adopts the new text of article 7 of the articles of association as follows:

ARTICLE 7 - AUTHORISED CAPITAL

The board of directors is authorised, on dates and at conditions at its discretion, in one or more tranches, to increase the capital by a maximum amount of:

- 1) 50% of the amount of the capital on the date of the extraordinary general meeting of [5 April 2023 or, if the required attendance quorum is not reached at the first extraordinary general meeting, 26 April 2023], as the case may be, rounded down to the euro cent, for capital increases by contribution in cash whereby the possibility is provided for the exercise of the preferential subscription right or the irreducible allocation right by the shareholders of the company,*
- 2) 20% of the amount of the capital on the date of the extraordinary general meeting of [5 April 2023 or, if the required attendance quorum is not reached at the first extraordinary general meeting, 26 April 2023], as the case may be, rounded down to the euro cent, for capital increases in the framework of the distribution of an optional dividend, and*
- 3) 10% of the amount of the capital on the date of the extraordinary general meeting of [5 April 2023 or, if the required attendance quorum is not reached at the first extraordinary general meeting, 26 April 2023], as the case may be, rounded down to the euro cent, for a. capital increases by contribution in kind, b. capital increases by contribution in cash without the possibility for the shareholders of the company to exercise the preferential subscription right or irreducible allocation right, or c. any other kind of capital increase, it being understood that the capital within the context of the authorised capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting that has approved the authorisation (in other words, the sum of the capital increases in application of the proposed authorisations cannot exceed the amount of the capital on the date of the extraordinary general meeting that has approved the authorisation).*

This authorisation is valid for a period of two years from the announcement of the decision of the EGM of [5 April 2023 or, if the required attendance quorum is not reached at the first extraordinary general meeting, 26 April 2023] in the Annexes to the Belgian Official Gazette.

It is renewable.

This/these capital increase(s) may be carried out in any manner permitted under the applicable regulations, including by contributions in cash, by contributions in kind or as a mixed contribution, or by the conversion of reserves, including

retained earnings and issue 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 pre-scribed by the Belgian Code for Companies and Associations, 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.

As the case may be, the issue premiums, less any deduction of an amount no more than that equal to 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 one or more separate accounts under equity in the liabilities side of the balance sheet. The board of directors is free to decide to place any issue premiums, possibly after deduction of an amount maximum equal to the costs of the capital increase in the meaning of the applicable IFRS-regulations, on a blocked 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 for an amendment of the articles of association, except for the conversion into capital as provided above.

If the capital increase is accompanied by an issue premium, only the amount of the capital increase will be deducted from the remaining available amount of the authorised capital.

Under the conditions and within the limits provided in this article, the board of directors may also issue subscription rights (whether or not attached to another security) and 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 applicable regulations and these articles of association.

Without prejudice to the application of the mandatory provisions contained in the applicable regulations, the board of directors may restrict or cancel the preferential right in the cases and subject to compliance with the conditions stipulated in the applicable regulations, even if this is done in favour of one or more specific persons other than employees of the company or its subsidiaries.

If applicable, the irreducible 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 the mandatory provisions contained in the applicable regulations, 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 for contributions in kind, 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 capital increase in kind shall not apply to the contribution of the right to dividend for the purposes of the payment of an optional dividend, provided this is made payable to all shareholders."

3. Proposal to amend article 8, paragraph 4 of the Company's articles of association to provide for the possibility, in the event of a capital increase, of recording any issue premiums in one or more separate accounts under equity on the liabilities side of the balance sheet, where under the current text of the articles of association any issue premium can only be placed in a blocked account.

Proposed resolution:

“The extraordinary general meeting resolves to provide for the possibility, in the event of a capital increase, to record any issue premiums in one or more separate accounts under equity on the liabilities side of the balance sheet and, to that end, resolves to replace paragraph 4 of Article 8 of the articles of association in its entirety as follows:

If the general meeting decides to request an issue premium, this must be placed in one or more separate accounts under equity in the liabilities side of the balance sheet. The board of directors is free to decide to place any issue premiums, possibly after deduction of an amount maximum equal to the costs of the capital increase in the meaning of the applicable IFRS-regulations, in a blocked account that shall constitute the guarantee of third parties in the same way as the capital and which may not be reduced or eliminated in any case other than by a decision of the general meeting deciding as for an amendment of the articles of association, except for the conversion into capital as provided above.”

4. Proposal to amend article 34 ("Eligibility") of the Company's articles of association to establish in the articles of association the possibility for shareholders to participate remotely in the general meetings of the Company, as well as the terms and conditions applicable to such remote participation:

Proposed resolution:

“The extraordinary general meeting resolves to provide for the possibility for shareholders to participate remotely in the general meetings of the Company and to this end resolves to add a new paragraph 4 to article 34 of the articles of association as follows:

In cases where the convocation expressly so provides, the shareholders may be granted a right to participate in a general meeting remotely by means of an electronic means of communication made available by the Company. This electronic means of communication must enable the shareholder to directly, simultaneously and continuously take note of the discussions during the meeting and to exercise the voting right on all items on which the meeting is required to take a decision. If the convocation expressly so provides, this electronic means of communication will also enable the shareholder to participate in the deliberations and to exercise his or her right to ask questions. If the right to remotely participate in a general meeting is granted, either the convocation or a document consultable by the shareholder to which the convocation refers (such as the company's website) will also determine the manner(s) in which the Company will verify and guarantee the capacity of shareholder and the identity of the person who wishes to participate in the meeting, as well as the manner(s) in which it will determine that a shareholder participates in the general meeting and will be considered present. In order to guarantee the security of the electronic means of communication, the convocation (or the document to which the convocation refers) may also set additional conditions.”

5. Special powers of attorney

Proposed resolution:

“The extraordinary general meeting resolves to grant a power of attorney to:

- a. *Two directors of the Company, acting jointly, and with power of substitution, to perform in the name and on behalf of the Company all acts necessary or expedient for the purpose of implementing the resolutions passed by this extraordinary general meeting;*
- b. *The instrumenting notary, of all powers with a view to the filing and publication of the deed, as well as the coordination of the articles of association in accordance with the resolutions passed;*
- c. *Mr. Willem Van Gaver, Mr. Jan Van Beers and Ms. Nathalie Byl, each acting individually and with the power of substitution, to perform all actions required with a view to the publication of the resolutions of the general meeting in the annexes to the Belgian State Gazette and the amendment of the registration of the Company in the Crossroads Bank for Enterprises and, to that end, to represent the Company before the Crossroads Bank for Enterprises, a recognized business office and the clerk's office of the Commercial Court, and to that end, to do all that is necessary and to sign all necessary forms and documents.”*

The following documents will be made available digitally to the shareholders:

- Special report of the board of directors drawn up in accordance with article 7:199 of the Code of companies and associations concerning the special circumstances in which the authorised capital may be used and the objectives pursued in doing so;
- Draft of the coordinated articles of association based on the amendments proposed by the board of directors, indicating the amendments proposed to the general meeting.

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.

Admission formalities, registration and exercise of voting rights: The Company cooperates with Lumi Connect to assist shareholders in registering to (i) participate in the general meeting, or (ii) give a proxy to another person to vote at the general meeting. We recommend that all shareholders take advantage of this efficient platform.

If a shareholder, who holds dematerialized shares, decides to use the Lumi Connect Platform and registers for the EGM, the procedure below should **not** be followed and Lumi Connect will determine share ownership on the Date of Registration. Shareholders who wish to do so may complete their registration for the EGM through the Lumi Platform by using the following link: <https://www.lumiconnect.com>.

(Only for shareholders who do not use the Lumi Connect Platform to register their participation in the EGM): In order to attend or be represented at the EGM, shareholders must comply with the provisions of articles 34 and 35 of the Company's articles of association. To be admitted to the EGM, (i) the shareholders must prove that they are actual owners of the shares concerned, (ii) the shareholders or proxy holders (see below) must prove their identity at the latest immediately prior to the start of the EGM, and (iii) the representatives of legal entities must hand over documents proving their identity and their power of representation.

Only persons who are a shareholder of the Company on the Date of Registration (as defined below) can participate in the EGM and exercise voting rights therein, based on the registration in the accounts of the shareholder's registered shares on the Date of Registration, either by their registration in the register of the Company's registered shares or by their registration in the accounts of an certified account holder or a clearing institution, regardless of the number of shares held by the shareholder on the date of the EGM. 22 March 2023 (12 p.m. Belgian time) shall serve as the record date (the "**Date of Registration**").

Holders of **dematerialized shares** who wish to participate in the EGM must submit a certificate issued by their certified account holder(s) or clearing institution holding the account(s) on which their dematerialized shares are registered. This certificate must show the number of dematerialized shares registered in the shareholder's name in their account(s) on the Date of Registration with which the shareholder has indicated its intention to participate in the EGM.

Confirmation of participation in the EGM and deposit of the aforementioned certificate by the owners of dematerialized shares must be sent by e-mail to aandeelhouders@carepropertyinvest.be no later than 30 March 2023.

The owners of **registered shares** who wish to participate in the EGM must notify the Company of their intention to participate in the EGM by 30 March 2023 at the latest and in accordance with the details specified in this invitation.

Proxy: In the light of articles 7:142 and 7:143 of the Code of companies and associations, each shareholder will also have the right to be represented at the EGM by a proxy holder and this in compliance with the possible rules on conflicts of interest

prescribed by the Code of companies and associations or, as the case may be, other special laws or regulations, insofar as they are applicable.

In order for a shareholder to be represented by a proxy holder, a written power of attorney must be completed and signed in accordance with the form of power of attorney established by the board of directors. The shareholder may complete the proxy via the Lumi Connect Platform or download it from the Company's website (www.carepropertyinvest.be). The proxy must be registered no later than 30 March 2023 via the Lumi Connect Platform or arrived at the Company via email (aandeelhouders@carepropertyinvest.be).

In addition, shareholders who wish to be represented will have to comply with the admission formalities listed above. For shareholders who choose to use the Lumi Connect Platform, this allows them to complete and submit proxies **electronically**. In this case, **no original** must be delivered before the start of the EGM.

Shareholders are requested to follow the **instructions stated on the proxy form** in order to be validly represented at the EGM.

In the event that a quorum is not reached at the EGM of 5 April 2023, the proxy given for this meeting will also apply to the second EGM with the same agenda that will be convened, if necessary, on 26 April 2023.

Approval of the amendments to the articles of association: It is specified that in order to approve an amendment to the articles of association, the proposal on the agenda of this EGM relating to the amendment of the articles of association requires, in accordance with article 7:153 of the Belgian Code of companies and associations, the presence or representation of shareholders representing at least half of the share capital (except in the case of a second EGM which will be held if the first EGM does not reach the required attendance quorum and which will be able to deliberate validly regardless of the part of the capital present or represented). In order to be approved, proposals 2 to 4 of the agenda require a majority of three-quarters of the votes validly cast at the extraordinary general meeting (in which an abstention or invalid vote will not be counted in either the numerator or the denominator). Any proposal to amend the Articles of Association is subject to the prior approval of the Financial Services and Markets Authority (FSMA).

In case the required attendance quorum would not be reached at the EGM of 5 April 2023 at 11 a.m. a second EGM will be convened on 26 April 2023 at 11 a.m. with *mutatis mutandis* 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 14 March 2023 by e-mail (shareholders@carepropertyinvest.be).

More detailed information about the rights pursuant to article 7:130 of the Code of companies and associations will be made available to shareholders on the Company's website (www.carepropertyinvest.be/en/investments/shareholders-rights/). 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 21 March 2023.

Right to ask questions: Shareholders can exercise their right to ask questions in writing or during the EGM. Written questions to directors must arrive by e-mail (shareholders@carepropertyinvest.be) at the latest on 30 March 2023.

More detailed information about the rights pursuant to Article 7:139 of the Code of companies and associations will be made available on the Company's website (www.carepropertyinvest.be/en/investments/shareholders-rights/).

Availability of documents: Each shareholder may, upon presentation of his certificate (in case of dematerialized shares), as soon as the invitation convening the EGM is published, obtain a digital copy of the following documents by e-mail 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 or a comment from the board of directors; and
- the form that may be used for voting by proxy.

These documents as well as the information which must be made available pursuant to article 7:129 § 3 of the Code of companies and associations can also be consulted on the Company's website (www.carepropertyinvest.be) and can be consulted through the Lumi Platform.

Data protection: The Company is responsible for processing the personal data of shareholders and proxy holders that it receives in respect of the EGM, in accordance with applicable law. Processing of personal data will only take place if it is necessary in accordance with the articles of association or (corporate) laws applicable to the Company. In that context, processing will take place, inter alia, for the purpose of exercising the admission and voting formalities in respect of the EGM and in accordance with applicable law and the Company's Privacy Policy. Certain personal data may be transferred to Lumi Technologies BV in the context of the services they will perform in connection with the organization of the EGM. Personal data will be kept and deleted in accordance with the Company's Privacy Policy.

Shareholders and proxy holders can find the Company's Privacy Policy on the Company's website (www.carepropertyinvest.be).

Practical information: Shareholders who wish to obtain more information about the modalities for participating in the EGM can contact the Company (T +32 3 222 94 94, E aandeelhouders@carepropertyinvest.be). In order for the EGM to start punctually, shareholders are kindly requested to be present at least 15 minutes before the start time.

The board of directors