

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 (LPR Antwerp)
(the "**Company**")

PROXY

TO REPRESENT A SHAREHOLDER

AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 5 APRIL 2023 ("EGM I")
(AND, AS THE CASE MAY BE, AT A SECOND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
WITH THE SAME EGANDE ON 26 APRIL 2023 ("EGM II")
that shall be held at the registered office at Horstebaan 3, 2900 Schoten

The undersigned¹:

_____ [name],

Residing at _____

_____ [address]

[OR]

_____ [name],

_____ [legal form],

with registered office at _____

_____ [place],

registered in the register of legal entities with no. _____ [enterprise number],

validly represented by

_____ [name and capacity]

and _____ [name and capacity]

Owner of _____ [number] shares of the public limited liability company Care Property Invest, public regulated real estate company under Belgian law, with registered office at 2900 Schoten, Horstebaan 3, registered in the register of legal entities of Antwerp with no. 0456.378.070.

Hereby grants a special proxy to:

_____ [name],

¹ If the signature is done on behalf of a legal entity, please state the first and last name and position of the natural person and provide documentation showing the power of representation. Failing this, the undersigned declares to have given the Company full power of attorney to sign this form on behalf of the shareholder.

Residing at _____
_____ [address]

[OR] _____ [name],
_____ [legal form],

with registered office at _____
_____ [place],

registered in the register of legal entities under no. _____ [enterprise number],

validly represented by

_____ [name and capacity]

and _____ [name and capacity]

To represent him/her at the extraordinary general meeting of Care Property Invest that will be held at the registered office of the Company on 5 April 2023 at 11 a.m., and if the attendance quorum is not reached at the first extraordinary general meeting, at a second extraordinary general meeting with the same agenda to be held on 26 April 2023 at 11 a.m. ("EGM").

This extraordinary general meeting has the following agenda:

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 authorized capital, which sets out the special circumstances in which the authorized 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 authorized 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 authorize 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 authorized 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 authorized 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 reserve 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 undersigned hereby gives instructions to the proxy holder to vote at the Company's EGM on the aforementioned agenda items as follows (please tick the choice made):

AGENDA ITEM	ACCEPT	REJECT	ABSTAIN
1. <u>Acknowledgement of the special report of the board of directors</u>	-	-	-
2. <u>Resolution to renew the existing authorisation regarding the authorized capital</u>			
3. <u>Resolution 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</u>			
4. <u>Resolution 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.</u>			
5. <u>Special powers of attorney</u>			

(*) Any proposal to amend the articles of association is subject to the prior approval of the Financial Services and Markets Authority (FSMA).

The undersigned hereby confirms that he/she is aware of the fact that in the absence of instructions from his/her/their behalf, the proxyholder should abstain.

More particularly the proxy holder can participate in any other extraordinary general meeting with the same agenda in case this EGM 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 7:134, §2 of the BCCA which must be met by the shareholder in order to be allowed to the extraordinary general meeting, as described in the invitation convening the EGM.

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.

In order for a shareholder to be represented by a proxy, a power of attorney must be completed and signed in accordance with the form of proxy 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 via the Lumi Connect Platform or arrived at the Company via email (aandeelhouders@carepropertyinvest.be) no later than 30 March 2023.

In addition, shareholders who wish to be represented will be required to comply with the admission and confirmation procedure specified in the invitation. 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.

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 7:134, §2 of the BCCA which must be met to be allowed to the meeting (as described in the invitation).

Without prejudice to article 7:145 of the BCCA, the proxy holder will vote according to the instructions of the shareholder who appointed him. The Company shall keep the proxy with voting instructions at its registered office for at least one year.

In the event of a potential conflict of interest as stipulated in article 7:143 §4 of the BCCA between the shareholder and the proxy holder appointed by him, the proxy holder must disclose the precise facts that are of interest to the shareholder in order to assess whether there is a risk that the proxy holder would pursue any interest other than the interest of the shareholder. In addition, the proxy holder may vote on behalf of the shareholder only on the condition that he has specific voting instructions for each item on the agenda.

As indicated in the invitation convening the EGM (and according to the modalities indicated therein), shareholders owning solely or jointly 3% of the Company's share capital may place items on the agenda of the EGM and submit proposals for resolution (with respect to items included or to be included on the agenda) until 14 March 2023 at the latest (article 7:130 of the BCCA). The subjects to be dealt with and the corresponding proposed resolutions that would, if any, be added to the agenda will be published in accordance with the modalities of the BCCA (as indicated in the invitation). If applicable, the Company will simultaneously make available to its shareholders, on its website, a form that can be used for voting by proxy, supplemented with the additional agenda items to be discussed and the corresponding proposed resolutions that would be added to the agenda, and/or merely with the proposed resolutions that would be formulated regarding existing agenda items. Proxies notified to the Company prior to the publication of a supplemented agenda shall remain valid for the agenda items to be addressed to which they apply with the understanding that, for agenda items to be addressed for which new resolutions have been formulated, the proxy holder may, during the meeting, deviate from any instructions given by the shareholder, if the execution of such instructions could prejudice the interests of the shareholder. The proxy must notify the shareholder accordingly.

Regarding new items that would be added to the agenda, if any, the shareholder must make a choice:*

☐ The proxy holder is authorized to vote about new agenda items that would be added to the agenda.

[OR]

☐ The proxy holder must abstain from voting about new agenda items that would be added to the agenda.

[*Check the box corresponding to the option selected.]

_____[date]
[signature preceded by the words "good for proxy"]