

Free translation. The Dutch version will prevail.

Invitation Annual General Meeting 7 April 2017

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 Annual General Meeting of Shareholders of Wednesday 17 May 2017 at 11.00 AM

The shareholders, directors and auditor of Care Property Invest NV (the "Company" or "CP Invest") are hereby invited to attend the annual general meeting of the Company (the "AGM") which will be held on **Wednesday 17 May 2017 at 11.00 AM** at the **Belfius Bank Auditorium, Grotesteeweg 454, 2600 Berchem**, in order to consult on the agenda and proposals for a resolution below.

1. Acknowledgement of the annual report of the Board of Directors regarding the statutory and consolidated financial statements of the Company for the financial year 2016, closed on 31 December 2016.
Proposal for resolution: Since this concerns a pure acknowledgement, no resolution needs to be made by the general meeting. Consequently no proposed resolution is included in this convocation concerning this agenda item.
2. Acknowledgement of the report of the company auditor regarding the statutory and consolidated financial statements of the Company for the financial year 2016, closed on 31 December 2016.
Proposal for resolution: Since this concerns a pure acknowledgement, no resolution needs to be made by the general meeting. Consequently no proposed resolution is included in this convocation concerning this agenda item.
3. Approval of the statutory financial statements closed on 31 December 2016 and the appropriation of the result regarding the financial year 2016.
Proposal for resolution: *"The general meeting approves the statutory financial statements of the financial year 2016 closed on 31 December 2016, including the appropriation of the result."*
4. Discharge to the directors of the Company for the performance of their mandate.
Proposal of resolution: *"The general meeting grants discharge to all the directors (Lode De Vrieze, Brigitte Grouwels, Myriam Lint, Willy Pintens, Carol Riské, Mark Suykens, Dirk Van den Broeck, Kristien Van der Hasselt, Paul Van Gorp, Peter Van Heukelom, Lode Verstraeten) for the performance of their mandate during the course of the financial year closed on 31 December 2016."*

5. Approval of the remuneration report, which forms a specific part of the report on corporate governance.
Proposal of resolution: *"The general meeting approves the remuneration report, which forms a specific part of the report on corporate governance."*
6. Discharge to the auditor of the Company for the performance of his mandate.
Proposal of resolution: *"The general meeting grants discharge to the auditor ("PricewaterhouseCoopers Bedrijfsrevisoren bcvba" represented by Mr Damien Walgrave, Woluwedal 18 at 1932 Sint-Stevens-Woluwe) for the performance of his mandate during the course of the financial year closed on 31 December 2016."*
7. Remuneration of the directors
The board of directors proposes to adapt, from the beginning of the financial year 2017, the annual fixed remuneration for the directors, except for the managing director/CEO, who receives no separate remuneration for his mandate, to € 8,750 and to grant a fixed fee to the chairman of € 17,500. The allowance granted per meeting to the directors remains unchanged.
Proposal for resolution: *"The general meeting approves the adaptation of the annual fixed remuneration for the directors - except for the managing director/CEO - to € 8,750 and to € 17,500 for the chairman, taking effect as from the beginning of the financial year 2017."*
8. Varia – Announcements

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.

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 AGM 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 Tuesday **25 April 2017** 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). 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 Tuesday 2 May 2017.

Conditions for admission and exercise of the right to vote: in order to attend this AGM or be represented there, shareholders must observe the stipulations of articles 34 and 35 of the Company's articles of Association. In order to be admitted to the AGM (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 AGM 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 AGM 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 Company's register of registered shares, or by their registration in 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 AGM. Wednesday **3 May 2017** (midnight Belgian time) applies as the registration date (the "**Date of Registration**").

Confirmation of participation: holders of **dematerialised shares** wishing to participate in the AGM 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 AGM.

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 Thursday **11 May 2017**.

Holders of **registered shares** wishing to participate in the AGM must inform the Company of their intention to participate in the AGM according to the data mentioned in their letter of invitation at the latest on Thursday **11 May 2017**.

Proxy: every shareholder can be represented by a proxy holder at the AGM. 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 Thursday **11 May 2017**. Shareholders are requested to follow the **instructions** mentioned on the proxy form in order to be represented at the AGM 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 Thursday **11 May 2017**.

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 AGM 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 AGM;
- the agenda of the AGM, 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).



Care building
in complete confidence.

Practical information: shareholders wishing to obtain more information about the conditions for participating in the AGM 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