

Free translation. The Dutch version will prevail.

Invitation Annual General Meeting 25 April 2019

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 29 May 2019 at 11 a.m.

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 29 May 2019 at 11 a.m.** at the registered office of the Company, 2900 Schoten, 3 Horstebaan, 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 2018, closed on 31 December 2018.
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 2018, closed on 31 December 2018.
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 2018 and the appropriation of the result regarding the financial year 2018.
Proposal for resolution: *"The general meeting approves the statutory financial statements of the financial year 2018 closed on 31 December 2018, including the appropriation of the result."*
4. Statement by the nomination and remuneration committee and approval of the remuneration report, which forms a specific part of the corporate governance declaration.
Proposal of resolution: *"The general meeting approves the remuneration report, which forms a specific part of the corporate governance declaration."*

5. Remuneration of the directors, with the exception of the managing director/CEO who does not receive a separate remuneration for his mandate as a director
Proposal of resolution: *"The general meeting decides to determine the remuneration of the directors, with the exception of the managing director/CEO, as follows from the financial year 2019 until further notice: 1° an annual fixed remuneration, i.e. (i) an annual fixed remuneration of €20,000 for the chairman of the board of directors, (ii) an annual fixed remuneration of €10,000 for each of the other directors; and 2° attendance fee, i.e. an attendance fee of €750 per director and per meeting of the board of directors."*
6. Discharge to the directors of the Company for the exercise of their mandate.
Proposal of resolution: *"The general meeting grants discharge to all directors for the exercise of their mandate during the course of the financial year closed on 31 December 2018."*
7. Discharge to the auditor of the Company for the exercise 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 exercise of his mandate during the course of the financial year closed on 31 December 2018."*
8. Approval of the annual accounts of "Ter Bleuk sa/nv", merged with Care Property Invest on 27 September 2018, for the period from 1 January 2018 to 27 September 2018.
Proposal of resolution: *"The general meeting approves the annual accounts of "Ter Bleuk sa/nv" for the period from 1 January 2018 to 27 September 2018."*
9. Discharge to the directors of "Ter Bleuk sa/nv" for the exercise of their mandate
Proposal of resolution: *"The general meeting grants discharge to all directors of "Ter Bleuk sa/nv" for the exercise of their mandate during the period from 1 January 2018 to 27 September 2018."*
10. Discharge to the auditor of "Ter Bleuk sa/nv" for the exercise of his mandate
Proposal of resolution: *"The general meeting grants discharge to the auditor of "Ter Bleuk sa/nv" for the exercise of his mandate during the period from 1 January 2018 to 27 September 2018."*
11. Approval of the annual accounts of "VSP Lanaken sa/nv", merged with Care Property Invest on 27 September 2018, for the period from 1 January 2018 to 27 September 2018.
Proposal of resolution: *"The general meeting approves the annual accounts of " VSP Lanaken sa/nv" for the period from 1 January 2018 to 27 September 2018."*
12. Discharge to the directors of "VSP Lanaken sa/nv" for the exercise of their mandate
Proposal of resolution: *"The general meeting grants discharge to all directors of "VSP Lanaken sa/nv " for the exercise of their mandate during the period from 1 January 2018 to 27 September 2018."*
13. Discharge to the auditor of "VSP Lanaken sa/nv" for the exercise of his mandate
Proposal of resolution: *"The general meeting grants discharge to the auditor of "VSP Lanaken sa/nv" for the exercise of his mandate during the period from 1 January 2018 to 27 September 2018."*
14. Approval of the annual accounts of "Dermedil sa/nv", merged with Care Property Invest on 27 September 2018, for the period from 1 January 2018 to 27 September 2018.
Proposal of resolution: *"The general meeting approves the annual accounts of "Dermedil sa/nv" for the period from 1 January 2018 to 27 September 2018."*
15. Discharge to the directors of "Dermedil sa/nv" for the exercise of their mandate
Proposal of resolution: *"The general meeting grants discharge to all directors of "Dermedil sa/nv" for the exercise of their mandate during the period from 1 January 2018 to 27 September 2018."*

16. Discharge to the auditor of "Dermedil sa/nv" for the exercise of his mandate
Proposal of resolution: *"The general meeting grants discharge to the auditor of "Dermedil sa/nv" for the exercise of his mandate during the period from 1 January 2018 to 27 September 2018."*
17. Approval of the annual accounts of "Konli sprl/bvba", merged with Care Property Invest on 1 January 2019, for the period from 1 January 2018 to 31 December 2018.
Proposal of resolution: *"The general meeting approves the annual accounts of "Konli sprl/bvba" for the period from 1 January 2018 to 31 December 2018."*
18. Discharge to the directors of "Konli sprl/bvba" for the exercise of their mandate
Proposal of resolution: *"The general meeting grants discharge to all directors of "Konli sprl/bvba" for the exercise of their mandate during the period from 1 January 2018 to 31 December 2018."*
19. Discharge to the auditor of "Konli sprl/bvba" for the exercise of his mandate
Proposal of resolution: *"The general meeting grants discharge to the auditor of "Konli sprl/bvba" for the exercise of his mandate during the period from 1 January 2018 to 31 December 2018."*
20. Statutory appointments: Appointment of a new auditor and determination of the remuneration
Proposal of resolution: *"Subject to approval by the FSMA, the general meeting appoints the civil company in the form of a cooperative company Ernst & Young, Auditors, having its registered office at De Kleetlaan 2, 1831 Diegem, with Companies Registration No. 0466.334.711, RPR Brussels, as statutory auditor for a period of three years. This company has appointed Mrs. Christel Weymeersch, company auditor, as representative authorised to represent it and charged with the exercise of the mandate in the name of and on behalf of the SCCRL. The mandate expires after the general meeting of shareholders, which is required to approve the annual accounts for the year ending 31 December 2021. The remuneration for the statutory assignment amounts to €37,000 (indexed) per year, excluding VAT and expenses. The remuneration will increase by €5,000 as soon as the balance sheet total exceeds €800 million and will further increase by €5,000, each time €200 million in assets is added."*
21. 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 7 May 2019 by regular letter (Horstebaan 3, 2900 Schoten), fax (+32 3 222 94 95) or e-mail (shareholders@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/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 Tuesday 14 May 2019.

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 **15 May 2019** (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 shareholders@carepropertyinvest.be, at the latest on Thursday **23 May 2019**.

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 **23 May 2019**.

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 shareholders@carepropertyinvest.be) at the latest on Thursday **23 May 2019**. 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.

Right to ask questions: shareholders can exercise their right to ask questions in writing or during the AGM. 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 shareholders@carepropertyinvest.be) at the latest on Thursday **23 May 2019**. 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/en/investments/shareholders-rights/).

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).

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 shareholders@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