

Free translation. The Dutch version will prevail

Invitation Extraordinary General Meeting 24 April 2020

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 Wednesday 27 May 2020 at 10.45 a.m. (EGM I) (and, in the event that the required quorum was not reached at EGM I, a second extraordinary general meeting to be held on 15 June 2020 at 11 a.m.)

In accordance with the Royal Decree no. 4 of 9 April 2020 containing various provisions on co-ownership and corporate and association law in the context of the fight against the COVID-19 pandemic (the "RD"), Care Property Invest will not provide a paper copy of the convocation letter and documents for each EGM convened or taking place as long as the corona measures are in force, currently foreseen until 3 May 2020. The EGM will take place digitally during this period.

The shareholders, directors and statutory auditor of Care Property Invest NV (the "**Company**" or "**CP Invest**") are invited to participate digitally in the Extraordinary General Meeting ("**EGM**") that shall be deemed to have been held at the registered office of the Company on **Wednesday 27 May 2020 at 10.45 a.m.** to deliberate on the following **AGENDA** and proposals for a resolution:

1. Acknowledgement of the special report of the Board of Directors drawn up in accordance with Article 7:199 of the Belgian Code for Companies and Associations with respect to the extension of the authorisation authorised capital.
As it concerns a mere acknowledgement, this agenda item does not require a resolution by the general meeting.
2. Proposal to renew and extend the authorisation of the Board of Directors in respect of the authorised capital, for a period of five (5) years from the publication of the decision of the EGM in the Annexes to the Belgian Official Gazette to increase the share capital on one or more occasions, in accordance with the powers and under the conditions set out in more detail in the aforementioned report, and in accordance with the alternative proposals set out below, and accordingly to replace the text of the first two paragraphs of article 7 of the Articles of Association as follows:

Proposed resolution:

Depending on the option chosen by the Extraordinary General Meeting, the new text of Article 7 of the Articles of Association shall be adopted 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,:

- (i) *to increase the share capital by a maximum amount of one hundred and twenty-eight million seven hundred and seventy-seven thousand six hundred and fifty-three euro thirty-nine cents (EUR 128,777,653.39);*
- (ii) ***if the Extraordinary General Meeting does not approve the first proposal** – to increase the share capital by a maximum amount of (a) one hundred and twenty-eight million seven hundred and seventy-seven thousand six hundred and fifty-three euro thirty-nine cents (EUR 128,777,653.39), if the possibility is provided for the shareholders of the Company to exercise statutory preferential subscription rights or irrevocable allocation rights, and (b) one hundred and fifteen million eight hundred and ninety-nine thousand eight hundred and eighty-eight euro and five euro cents (EUR 115,899,888.05) for all other forms of capital increase, with the proviso that the total amount of capital increases decided on within the framework of this authorisation may never exceed one hundred and twenty-eight million seven hundred and seventy-seven thousand six hundred and fifty-three euros and thirty-nine cents (EUR 128,777,653.39);*
- (iii) ***if the Extraordinary General Meeting approves neither the first nor the second proposal** – to increase the share capital by a maximum amount of (a) one hundred and fifteen million eight hundred and ninety-nine thousand eight hundred and eighty-eight euros and five euro cents (EUR 115,899,888.05), if the possibility is provided for the shareholders of the Company to exercise statutory preferential subscription rights or irrevocable allocation rights and (b) one hundred and fifteen million eight hundred and ninety-nine thousand eight hundred and eighty-eight euro and five euro cents (EUR 115,899,888.05) for all other forms of capital increase, with the proviso that the total amount of capital increases decided upon within the framework of this authorisation may never exceed one hundred and fifteen million eight hundred and ninety-nine thousand eight hundred and eighty-eight euros and five euro cents (EUR 115,899,888.05);*
- (iv) ***if the Extraordinary General Meeting does not approve the first, second or third proposal** – to increase the share capital by a maximum amount of (a) one hundred and twenty-eight million seven hundred and seventy-seven thousand six hundred and fifty-three euro thirty-nine cents (EUR 128,777,653.39), if the possibility is provided for the shareholders of the Company to exercise statutory preferential subscription rights or irrevocable allocation rights, and (b) one hundred and three million seven hundred and seventy-seven thousand one hundred and twenty-two euro and seventy-one euro cents (EUR 103,022,122.71) for all other forms of capital increase, with the proviso that the total amount of capital increases decided under this authorisation may never exceed one hundred and twenty-eight million seven hundred and seventy-seven thousand six hundred and fifty-three euro and thirty-nine cents (EUR 128,777,653.39);*
- (v) ***if the Extraordinary General Meeting does not approve the first, second, third or fourth proposal** – to increase the share capital by a maximum amount of (a) one hundred and fifteen million eight hundred and ninety-nine thousand eight hundred and eighty-eight euros and five euro cents (EUR 115,899,888.05), if the possibility is provided for the shareholders of the Company to exercise statutory preferential subscription rights or irrevocable allocation rights and (b) one hundred and three million one hundred and twenty-two thousand one hundred and seventy-one euro cents (EUR 103,022,122.71) for all other forms of capital increase, with the proviso that the total amount of capital increases decided under this authorisation may never exceed one hundred and fifteen million eight hundred and ninety-nine thousand eight hundred and eighty-eight euros and five euro cents (EUR 115,899,888.05);*

(vi) *if the Extraordinary General Meeting does not approve the first, second, third, fourth or fifth proposal – to increase the share capital by a maximum amount of (a) one hundred and one million one hundred and forty-four thousand eight hundred and seventy-nine euro thirty-three euro cents (EUR 101,144,879.33), if the possibility is provided for the shareholders of the Company to exercise statutory preferential subscription rights or irrevocable allocation rights, and (b) one hundred and one million one hundred and forty four thousand eight hundred and seventy nine euro and thirty three euro cents (EUR 101,144,879.33) for all other forms of capital increase, with the proviso that the total amount of capital increases decided under this authorisation may never exceed one hundred and one million one hundred and forty-four thousand eight hundred and seventy-nine euros and thirty-three euro cents (EUR 101,144,879.33). This authorisation is valid for a period of five years from the announcement of the decision of the EGM of [●] 2020 16 May 2018 in the Annexes to the Belgian Official Gazette."*

If this proposal to authorise the Board of Directors and the amendment of the Articles of Association in this respect would not be approved by the General Meeting, the existing authorisation as approved on 16 May 2018 will remain valid.

3. Proposal to renew the authorisation of the Board of Directors to acquire its own shares or to accept them in pledge for a renewable period of five (5) years from the date of the publication in the Annexes of the Belgian Official Gazette of the minutes of the decision for a unit price that may not be less than ninety per cent (90%) of the average price of shares listed on the regulated market of Euronext Brussels in the past thirty (30) days, nor higher than one hundred and ten per cent (110%) of the average price of shares listed on the regulated market of Euronext Brussels in the past thirty (30) days, or a maximum increase or fall of ten per cent (10%) in relation to the aforementioned average price.

Proposed resolution:

Depending on the option retained by the Extraordinary General Meeting, the new text of Article 14 of the Articles of Association is adopted as follows:

"ARTICLE 14 - ACQUISITION OF OWN SHARES

The company may acquire its own shares or accept them in pledge, in compliance with the conditions provided for in the Belgian Code for Companies and Associations.

Pursuant to the decision of the EGM of [●] 2020, the Board of Directors is authorised to acquire its own shares, or to take them into pledge,

- (i) *up to the maximum possible number of shares, i.e. 100% of the total number of shares in issue;*
- (ii) *if the Extraordinary General Meeting does not approve the first proposal - with a maximum of twenty percent (20%) of the total number of shares issued;*
- (iii) *if the Extraordinary General Meeting does not approve the second proposal - with a maximum of ten percent (10%) of the total number of shares issued,*

for a unit price that may not be less than ninety per cent (90%) of the average price of shares listed on the regulated market of Euronext Brussels in the past thirty (30) days, nor higher than one hundred and ten per cent (110%) of the average price of shares listed on the regulated market of Euronext Brussels in the past thirty (30) days, or a maximum increase or fall of ten per cent (10%) in relation to the aforementioned average price.

This authorisation is granted for a renewable period of five (5) years from the date of the publication in the Annexes to the Belgian Official Gazette of the decision of the Extraordinary General Meeting of [●] 2020.

The Company may dispose of its own shares on the stock exchange or privately, subject to the conditions set by the Board of Directors, without the prior consent of the General Meeting, provided that the applicable market regulations are respected.

The Board of Directors is permitted to dispose of its own listed shares, in accordance with Article 7:218, §1, paragraph 1, 2° of the Belgian Code for Companies and Associations.

The above authorisation also applies for the acquisition and disposal of shares in the Company held by one or more direct subsidiaries of the company, within the meaning of the statutory provisions concerning the acquisition of shares of the parent company for its subsidiaries."

If this proposal to authorise the Board of Directors and the amendment of the Articles of Association in this respect would not be approved by the General Meeting, the existing authorisation as approved on 16 May 2018 will remain valid.

4. Authorisation to the Board of Directors to acquire, take into pledge and dispose of its own shares in the event of serious imminent disadvantage

Proposed resolution:

The Extraordinary General Meeting decides to add a last paragraph to Article 14 of the Articles of Association, which reads as follows:

"The Board of Directors is authorised, for a period of three (3) years from the publication in the Belgian Official Gazette of the decision of the Extraordinary General Meeting of [●] 2020, to acquire, take into pledge and dispose of, on behalf of the Company, the Company's own shares, without a prior decision of the general meeting and without application of the restrictions imposed in the previous paragraphs, when such acquisition or disposal is necessary to avoid serious and imminent damage to the Company."

5. Abolition of the possibility of delegating operational management to a Management Committee and amendment of Article 27 of the Articles of Association concerning the delegation of daily management to a College of daily management

Proposed resolution:

The extraordinary general meeting decides to abolish the possibility of delegating the operational management to a Management Committee and consequently to repeal article 28 of the Articles of Association.

In Article 27, the first paragraph is rewritten as follows: *"The Board of Directors entrusts the daily management as well as the representation concerning the daily management of the Company to a College of daily management consisting of at least three members. A director who is also a member of the College of daily management shall be referred to as a "managing director".*

The second, third and fourth paragraphs are deleted.

6. Statutory authorisation to pay interim dividends

Proposed resolution:

The Extraordinary General Meeting decides to make use of the legal possibility to allow the Board of Directors to pay an interim dividend at any time and therefore decides to replace the second paragraph of article 44 as follows: *"The Board of Directors may pay interim dividends, within the limits specified in Article 7:213 of the Belgian Code for Companies and Associations."*

7. Adaptation of the Articles of Association in order to bring them in line with the Belgian Code for Companies and Associations and other recent legislative alterations, taking into account the existing characteristics, without altering the object of the Company:
- 7.a. Proposed resolution:
In Article 1, the fifth paragraph is deleted, the last paragraph is completed with the wording "*and with effect from 1 January 2015 inserted in Article 2.7.6.0.1. of the Decree of 13 December 2013 containing the Flemish Tax Code*)" and the wording "(the *'inheritance tax exemption decree'*)" is deleted.
- 7.b. Proposed resolution:
The text of Article 2 is replaced by the following: "*The registered office of the Company is located in the Flemish Region. It may be transferred to any other place in Belgium by decision of the Board of Directors, subject to compliance with language legislation. The Company may, by decision of the Board of Directors, establish administrative offices, offices, branches, agencies and business offices at any other place in Belgium or abroad. For the application of Article 2:31 of the Companies and Associations Code, the company's website is www.carepropertyinvest.be. The company's e-mail address is info@carepropertyinvest.be.*"
- 7.c. Proposed resolution:
In the title and in the text of Article 3, the word "*purpose*" is replaced by the word "*object*";
- 7.d. Proposed resolution:
In Article 4, the term "*property developer*" is replaced by the term "*real estate promoter*" and, under 1°, the term "*association*" is replaced by the term "*syndicate*" and the term "*an underwriting*" is replaced by the term "*a permanent takeover*".
- 7.e. Proposed resolution:
Article 6 also states the number of shares in full, namely "*twenty-one million six hundred and forty-five thousand one hundred and twenty-two*".
- 7.f. Proposed resolution:
In Article 7, the word "*warrant*" is replaced by the words "*subscription rights*".
- 7.g. Proposed resolution:
In Article 8 the following words are added to the first paragraph "*and in accordance with the Belgian Code for Companies and Associations and the RREC legislation*" and two new paragraphs are added after the first paragraph as follows: "*The company is prohibited from directly or indirectly subscribing to its own capital increase. On the occasion of each capital increase, the Board of Directors shall determine the price, the issue premium, if any, and the terms and conditions of the issue of new shares, unless the General Meeting decides otherwise itself.*"
- 7.h. Proposed resolution:
In Article 8.1, the following wording is added after the second paragraph: "*However, according to the RREC legislation, this should in any event not be granted in the case of a capital increase by contribution in cash carried out under the following conditions:*
 1. *the capital increase shall be made using the authorised capital;*
 2. *the cumulative amount of capital increases carried out in accordance with this paragraph over a period of twelve (12) months shall not exceed 10% of the amount of the capital at the time of the decision to increase the capital.*" and in the original third subparagraph the words "*are not applicable*" are replaced by "*shall also not apply*".
- 7.i. Proposed resolution:
In Article 8.2, article numbers 601 and 602 are each time replaced by "*7:196*" and "*7:197*" respectively, the term "*Companies Code*" is each time replaced by "*Code for Companies and Associations*" and, in point 3, after the word "*issue price*", the following words are added: "*, or, in the case referred to in Article 8.3, the exchange ratio,*".

7.j. Proposed resolution:

In Article 8.3, the words "*Articles 671 to 677, 681 to 758 and 772/1 of the Companies Code*" are deleted and the words "*Code for Companies and Associations*" are added".

7.k. Proposed resolution:

In Article 9, the sentence "*The shares are without par value*" is inserted before the first paragraph. In the original first paragraph, the words "*and in accordance with the restrictions imposed by law*" are added after the word "*shareholder*", and in the original second paragraph, the words "*and free of charge*" are added after the words "*at any time*".

7.l. Proposed resolution:

In Article 10, the words "*other*" and "*referred to in Article 460 of the Belgian Companies Code and which are allowed by the Company*" are deleted and replaced by "*any*" and "*that are not prohibited by or by virtue of the law*" and the words "*and the Articles of Association. These securities are registered or dematerialised.*" are added at the end of the Article.

7.m. Proposed resolution:

In Article 11 the words "*except in the case of a prior written objection from*" are replaced by the words "*unless otherwise agreed with*" at the end of the Article.

7.n. Proposed resolution:

In Article 16 the words "*526ter of the Belgian Companies Code.*" are replaced by "*7:87, §1 of the Belgian Code for Companies and Associations. The directors are exclusively natural persons; they must meet the requirements of good repute and expertise as laid down in the RREC legislation and may not fall within the scope of the prohibitions laid down in the RREC legislation.*" and the following words are added to the third paragraph: "*Their remuneration, if any, may not be determined in relation to the operations and transactions carried out by the company. Unless the appointment decision of the general meeting provides otherwise, the mandate of outgoing and non-elected directors shall end immediately after the first general meeting following after the expiry of the term of the respective mandate, which has provided for new appointments in so far as this is necessary in the light of the legal and statutory number of directors.*" A last paragraph is added with the words: "*The appointment of directors and effective management is submitted to the FSMA for approval.*".

7.o. Proposed resolution:

Article 18 is supplemented by the sentence "*The chairman chairs the board of directors.*".

7.p. Proposed resolution:

In Article 19, the word "*fax*" is deleted in the second paragraph and the word "*non-executive*" is added in the third paragraph after the words "*most senior*".

7.q. Proposed resolution:

In Article 20, the following paragraph is added after the third paragraph: "*Convening notices shall be sent by electronic mail or, in the absence of an e-mail address communicated to the Company, by ordinary letter or by any other means of communication, in accordance with the applicable legal provisions.*".

In the former fourth paragraph, the word "*fax*" is deleted and the words "*give a colleague*" are replaced by "*grant to another member of the Board of Directors*" and the words "*and to validly vote in his or her place*" are added at the end of the paragraph. In the original sixth paragraph, the word "*fax*" is deleted and in the original seventh paragraph the words "*When justified by an emergency and by corporate interest*" are deleted. The last sentence "*However, this procedure should not be used for the approval of the financial statements and the authorised capital*" is deleted. In the original eighth paragraph, Article number "523" is replaced by "7:96" and the designation "*Companies Code*" is replaced by the words "*Code for Companies and Associations*". In the last paragraph, the word "*chairman*" is replaced by "*director chairing the meeting*".

7.r. Proposed resolution:

In Article 21, the words '*kept at the registered office of the Company*' are added to the second sentence of the first paragraph.

7.s. Proposed resolution:

Article 22 is supplemented by the following text: "*The Board of Directors draws up the half-yearly reports as well as the annual report. The Board of Directors appoints one or more independent valuation expert(s) in accordance with the RREC legislation and, if necessary, proposes any modification to the list of experts included in the dossier attached to the application for recognition as RREC.*".

7.t. Proposed resolution:

The first paragraph of Article 23 is supplemented by "*within the limits set by the applicable legal provisions*".

7.u. Proposed resolution:

The current text of Article 25 is replaced by the following:

"25.1 Advisory committees

The Board of Directors sets up an audit committee and a remuneration committee in accordance with Article 7:99 and Article 7:100 of the Belgian Code for Companies and Associations.

25.2 Other committees

Subject to Article 25.1, the Board of Directors will establish one or more other advisory committees from its members and under its responsibility, in accordance with Article 7:98 of the Belgian Code for Companies and Associations.

The Board of Directors determines the composition, mandate and powers of these committees, in compliance with the applicable regulations."

7.v. Proposed resolution:

- The current text of Article 26 is replaced by the following:

"The Company is legally represented in all its actions, including those to which a public official or a ministerial officer cooperates, as well as in legal proceedings, either by two directors acting jointly or, within the limits of day-to-day management, by two members of the College of daily management acting jointly. The Company is also validly represented by special mandataries within the limits of the mandate entrusted to them for this purpose by the competent body."

7.w. Proposed resolution:

In Article 29, the words "*of the Company's operations*" are added after "*regularity*", the word "*Companies*" is deleted after "*Belgian*" and the words "*for Companies and Associations, the RECC legislation*" are added after "*Code*". The words "*of the operations of the Company*" are deleted, Article number "*136*" is replaced by "*3:67*", the word "*Companies*" is deleted and the words "*for Companies and Associations*" are added at the end of the article.

7.x. Proposed resolution:

In Article 32, '*fifth*' is replaced by '*tenth*' and a paragraph is added after the third paragraph as follows: "*One or more shareholders who together hold at least three percent (3%) of the capital of the Company may, in accordance with the provisions of the Belgian Code for Companies and Associations, request the inclusion of items to be discussed on the agenda of any shareholders' meeting and may submit proposals for resolutions with respect to items to be discussed that have been or will be included on the agenda.*".

7.y. Proposed resolution:

In Article 33 the second paragraph is supplemented by "*Code for*" and "*and Associations*".

7.z. Proposed resolution:

In Article 34 the numbering "(1)" is deleted and in the third paragraph, the words "*via the e-mail address of the Company or via the e-mail address specifically mentioned in the notice of the meeting*", are added after the word "*Meeting*", and the words "*at the institutions mentioned in*"

the invitation" are replaced by "*by post*"; the words "*by ordinary mail, fax or e-mail*" are deleted and after the words "*their intention to participate in the meeting*," the words "*via the e-mail address of the Company or via the e-mail address specifically mentioned in the notice of the meeting, by post or, as the case may be, by sending a proxy*" are added.

7.aa. Proposed resolution

In Article 35, the title is changed to "*PROXY VOTING*"; the first sentence is supplemented by "*Code for*" and "*and Associations*"; in the second paragraph the word "*Companies*" is replaced by "*Code for Companies and Associations*"; in the fifth paragraph the words "*in writing*" are deleted and the first sentence is supplemented by "*made via the Company's e-mail address or via the e-mail address specifically mentioned in the convocation notice, at the registered office or by post*". The last sentence of this paragraph is deleted. In the seventh paragraph the Article number "*549*" is replaced by "*7.145*" and "*Companies Code*" is replaced by "*Code for Companies and Associations*"; in the eight paragraph the Article number "*547, second paragraph*" is replaced by "*7.143*" and "*Companies Code*" is replaced by "*Code for Companies and Associations*". A final paragraph is added as follows: "*If several persons hold rights in rem in respect of the same share, the Company may suspend the exercise of the voting rights attached to that share until one person has been designated as the holder of the voting rights.*".

7.bb. Proposed resolution:

In Article 36, the word "*tellers*" is replaced by "*two tellers*"; "*those two positions can be filled by*" is deleted, and the second sentence is supplemented by "*may be both secretary and teller*", in the last sentence the word "*teller*" is replaced by "*tellers*" and that sentence is supplemented by "*, which is completed by the other members of the Board of Directors.*".

7.cc. Proposed resolution:

The current text of Article 38 is replaced by the following: "*Every share confers the right to one vote, subject to the cases of suspension of voting rights provided for in the Belgian Code for Companies and Associations or any other applicable law.*".

7.dd. Proposed resolution:

In Article 39 the words "*Companies Code*" are each time replaced by "*Code for Companies and Associations*". After the tenth paragraph, a paragraph is added as follows: "*The General Meeting may validly deliberate and vote, regardless of the part of the capital that is present or represented, except in cases where the Belgian Code for Companies and Associations imposes an attendance quorum.*". In the original thirteenth paragraph, the words "*in accordance with Article 558 of the Belgian Companies Code*" are deleted. The last paragraph is completed with "*, with abstentions not being taken into account either in the numerator or the denominator.*".

7.ee. Proposed resolution:

In Article 41, after the word "*policy*", the words "*, i.e. the annual report*" are added; the "*Companies Code*" is replaced by "*Code for Companies and Associations*". After the second paragraph, a paragraph is added as follows: "*The statutory auditor prepares a written and detailed report with a view to the Annual General Meeting, i.e. the audit report*". In the last paragraph, the words "*examine*" are replaced by "*take note of*" and the words "*Companies Code*" are replaced by "*Code for Companies and Associations*".

7.ff. Proposed resolution:

In the fifth paragraph of Article 42, the words "*are also available at the Company's offices and*" are deleted and the words "*by the shareholders, in accordance with the provisions applicable to issuers of financial instruments admitted to trading on a regulated market and with the RREC legislation. The annual and half-yearly reports*" are added after "*consulted*". A final paragraph is added as follows: "*Shareholders can obtain a free copy of the annual and half-yearly reports at the registered office of the Company.*".

7.gg. Proposed resolution:

In Article 43, the words *'in accordance with Article 13 of the RREC Decree'* are deleted and the sentence *"The Company must distribute to its shareholders, within the limits permitted by the Belgian Code for Companies and Associations and the RREC legislation, a dividend, the minimum amount of which is prescribed by the RREC legislation"* is added;

7.hh. Proposed resolution:

Article 45 is repealed.

7.ii. Proposed resolution:

The current text of Article 46 is replaced by the new text: *"In the event of the dissolution of the Company, for any reason or at any time, the liquidation will be performed by liquidators appointed by the General Meeting. If the statement of assets and liabilities drawn up in accordance with the Belgian Code for Companies and Associations shows that not all creditors can be repaid in full, the appointment of the liquidators must be submitted in the Articles of Association or by the General Meeting to the President of the Court for confirmation. However, this confirmation is not required if that statement of assets and liabilities shows that the Company only has debts towards its shareholders and all shareholders who are creditors of the Company confirm in writing that they agree to the appointment.*

In the absence of such appointment, the liquidation will be performed by the Board of Directors acting in the capacity of liquidation committee. With regard to third parties, they shall be considered as liquidators by operation of law, but without the powers conferred by law and the Articles of Association on the liquidator appointed in the Articles of Association, by the General Meeting or by the Court.

The liquidators shall commence work only after the competent corporate court has confirmed their appointment following the decision of the General Meeting.

Unless decided otherwise, the liquidators shall act jointly. To this end, the liquidators shall have the broadest powers in accordance with Articles 2:87 et seq. of the Belgian Code for Companies and Associations, subject to limitations imposed by the General Meeting.

The General Meeting determines the remuneration of the liquidators.

The liquidation of the Company shall be completed in accordance with the provisions of the Belgian Code for Companies and Associations.."

7.jj. Proposed resolution:

In Article 48 the word *"elect"* is replaced by *"be deemed to be"* and the word *"domicile"* is replaced by *"domiciled"* and the words *"in Belgium. Failing this, he shall be deemed to have his domicile"* are added to this sentence". The words *"chosen their former"* are replaced by *"elected domicile at their last known"*.

7.kk. Proposed resolution:

In Article 49, the words *"District Courts"* are replaced by *"corporate courts"*.

7.ll. Proposed resolution:

In Article 50, *"Companies Code"* is replaced by *"Code for Companies and Associations"*, the sentence *"It is specifically stated that Articles 111, 439, 448, 477 and 616 of the Belgian Companies Code do not apply."* is deleted and the sentence *"The nullity of one article or part of an article of these Articles of Association will not affect the validity of the other (parts of) statutory clauses."* is added.

8. Special power of attorney

Proposed resolution:

The Extraordinary General Meeting decides to grant power of attorney to:

- a. Two directors of the Company, acting jointly and with power of substitution, of all powers for the execution of the decisions taken;

- b. The instrumentation notary, of all powers with a view to the deposit and publication of the deed, as well as the coordination of the Articles of Association in function of the decisions taken;
- c. Mr Willem Van Gaver, Mrs Esther Vanhamel and Mrs Nathalie Byl, each acting individually and with the right of substitution, in order to perform all required acts with a view to the publication of the resolution of the General Meeting in the Annexes to the Belgian Official Gazette and the amendment of the registration of the Company in the Crossroads Bank for Enterprises and for that purpose to represent the Company at the Crossroads Bank for Enterprises, an accredited enterprise counter and the clerk's office of the Corporate Court, and to this end, take all necessary steps and sign all the 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 Belgian Code for Companies and Associations concerning the special circumstances in which use may be made of the authorised capital and the objectives pursued in this respect.
- Draft text of the coordinated Articles of Association based on the amendments to the Articles of Association proposed by the Board of Directors, indicating the amendments to the Articles of Association proposed to the General Meeting.

Special measures in the light of the COVID-19 pandemic:

In the light of the fight against the COVID-19 pandemic, the government created a framework in the RD for the Company to organise its general meeting in a manner that is in line with the applicable social distancing rules, without prejudice to the rights of shareholders, which the Company uses.

In practice, this will mean that no shareholder will be allowed to physically attend the general meeting. Shareholders will, however, be able to participate in the general meeting digitally and will be able to exercise their voting right as follows (i) in advance in writing via the digital voting form, (ii) by proxy to the person designated by the Company, by means of specific voting instructions, or (iii) digitally during participation in the general meeting. The right to ask questions will continue to apply unaltered.

In accordance with the RD, the Company will also not provide or make physically available any convocation and documents to registered shareholders and other persons who are normally entitled to them on the basis of the Belgian Code for Companies and Associations. The convocation and documents will, however, be made available digitally.

In view of these special circumstances, the Company encourages its shareholders to exercise their rights as much as possible in writing or by proxy.

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.

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 for 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 6 of the agenda require a majority of three-quarters of the votes validly cast at the Extraordinary General Meeting. Any proposal to amend the Articles of Association is subject to the prior approval of the Financial Services and Markets Authority (FSMA).

In the event that the required attendance quorum is not reached at the EGM on 27 May 2020 at 10:45 a.m., a second EGM will be convened on 15 June 2020 at 11 a.m. with the same agenda *mutatis mutandis*.

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 5 May 2020 by regular letter (Horstebaan 3, 2900 Schoten), fax (+32 3 222 94 95) or e-mail (shareholders@carepropertyinvest.be). More detailed information about the rights pursuant to Article 7:130 of the Belgian Code for Companies and Associations 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 12 May 2020.

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 34 and 35 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.

In view of the special measures to be taken in the light of the fight against the COVID-19 pandemic, each shareholder who wishes to participate in the general meeting by digital means must also communicate to the Company an e-mail address at which he wishes to receive the explanations and instructions to participate in the EGM.

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 Company's register of registered shares, or by their registration in the accounts of a certified account holder or a clearing institution regardless of the number of shares held by the shareholder on the date of the EGM. **13 May 2020** (midnight Belgian time) applies as the registration date (the "**Date of Registration**"). Only shareholders who have registered on time will receive additional information and instructions by e-mail concerning digital participation and voting at the EGM.

Confirmation of participation: holders of **dematerialised shares** wishing to participate digitally 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 shareholders@carepropertyinvest.be, at the latest on **21 May 2020**.

Holders of **registered shares** wishing to participate digitally in the EGM must inform the Company of their intention to participate in the EGM as stated in the convocation, at the latest on **21 May 2020**.

Digital voting form: In the light of Article 6 of the RD, each shareholder will have the right to vote remotely and in writing before the general meeting on the items on the agenda by means of a digital voting form.

Only shareholders who have registered on time will receive additional explanations and instructions to access the digital voting form and exercise their voting right. Shareholders who wish to vote in writing prior to the AGM must complete the digital voting form no later than **23 May 2020**.

Proxy: In the light of Article 6 of the RD, each shareholder shall also have the right to be represented at the EGM by a proxy appointed by the Company, in accordance with the possible rules on conflicts of interest laid down in the Belgian Code for Companies and Associations or, as the case may be, other special laws or regulations, insofar as these are applicable. This proxy holder may only vote on behalf of the shareholder provided he has specific voting instructions for each item on the agenda.

In order for a shareholder to be represented by an agent appointed by the Company, the written proxy must be completed and signed in compliance with the proxy form established by the Board of Directors, which 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 **23 May 2020**. 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.

Moreover, shareholders wishing to be represented will have to observe the abovementioned registration and confirmation procedure.

In the event that the quorum is not reached at the EGM on 27 May 2020, 10.45 a.m., the proxy given for this meeting will also apply to the second EGM which, if applicable, will be convened on 15 June 2020, 11 a.m., with the same agenda.

Right to ask questions: shareholders can exercise their right to ask questions in writing or during the EGM. 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 **21 May 2020**.

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

Availability of documents: In view of the provisions of the RD, each shareholder may, on presentation of his certificate (in case of dematerialised shares), as soon as the notice convening the EGM has been published, obtain a digital copy of the following documents free of charge by e-mail:

- 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 information which must be made available pursuant to Article 7:129 § 3 of the Belgian Code for Companies and Associations can also be consulted at the registered office of the Company (Horstebaan 3, 2900 Schoten) or on the Company's website (www.carepropertyinvest.be).

The Board of Directors

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 shareholders@carepropertyinvest.be.

The Board of Directors