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*Free translation. The Dutch version will prevail.*

**Proxy  
Annual 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 (RPR Antwerp)  
(the "Company")

**PROXY**

**TO REPRESENT A SHAREHOLDER**

**AT THE ANNUAL GENERAL MEETING ON 27 MAY 2020 (the "AGM")**

which shall be deemed to be held at the registered office, Horstebaan 3, 2900 Schoten

Care Property Invest will, in accordance with the Royal Decree no. 4 of 9 April 2020 containing various provisions relating to co-ownership and company and association law in the context of the fight against the COVID-19 pandemic, arrange for the AGM's meeting to be held digitally and this for each AGM convened or taking place as long as the corona measures are in force, provisionally scheduled until 3 May 2020.

In view of the aforementioned Royal Decree, any shareholder may be represented at the AGM by a proxy appointed by the Company, in compliance 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 they 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.

The undersigned<sup>1</sup>:

----- [name],

residing in -----

----- [address]

[OR]

----- [name],

----- [legal form],

with registered office in -----

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<sup>1</sup> If the signature is done on behalf of a legal person, please indicate the first and last name and position of the natural person and provide documentation demonstrating the power of representation. Failing this, the undersigned declares to have given the Company full power of attorney to sign this form for the shareholder.

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----- [place],

registered in the register of legal persons with number -----  
[enterprise number], validly represented by

----- [name and function]

and ----- [name and function]

Holder of ----- [number] shares of the public limited-liability company Care Property Invest, public regulated real estate company under Belgian law, with office in 2900 Schoten, Horstebaan 3, registered in the register of legal persons in Antwerp with No. 0456.378.070 ("CP INVEST" or the "Company").

Hereby grants a special proxy to:

Willem Van Gaver and Esther Vanhamel, each acting separately and with a right of substitution to any other member of staff of Care Property Invest, who elect domicile at the registered office of the Company under the present power of attorney.

To represent him/her at the digital general meeting of Care Property Invest to be held on **Wednesday 27 May 2020 at 11:00 a.m.**, which will be deemed to have taken place at the registered office of the Company.

*We would like to draw your attention to the fact that you designate as a special proxy holder an employee who has ties with the Company and that, according to the law, that person is deemed to have a conflict of interest for the exercise of the voting right. Consequently, the proxy holder may only vote on condition that he/she has specific voting instructions for each item on the agenda.*

This annual general meeting has the following agenda:

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 2019, closed on 31 December 2019.  
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 2019, closed on 31 December 2019.  
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 2019 and the appropriation of the result regarding the financial year 2019.  
Proposal for resolution: *"The general meeting approves the statutory financial statements of the financial year 2019 closed on 31 December 2019, including the appropriation of the result."*

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4. Appointments

- a. Proposal for resolution: *"On the recommendation of the Board of Directors, and subject to the approval of the FSMA, the general meeting appoints Mrs Valérie Jonkers, Kempenlaan 25, 2160 Wommelgem, as executive director with immediate effect for a term of four years until the end of the Annual General Meeting of 2024. The mandate is unremunerated."*
- b. Proposal for resolution: *"On the recommendation of the Board of Directors, and subject to the approval of the FSMA, the general meeting appoints Mr Filip Van Zeebroeck, Cornelis De Herdtstraat 16 te 2640 Mortsel, as executive director with immediate effect for a term of four years until the end of the Annual General Meeting of 2024. The mandate is unremunerated."*
- c. Proposal for resolution: *"On the recommendation of the Board of Directors, and subject to the approval of the FSMA, the general meeting appoints with immediate effect Mrs Ingrid Ceusters-Luyten, Peter Benoitstraat 15, 2018 Antwerp, as non-executive, independent director within the meaning of Article 7:87 of the Belgian Code for Companies and Associations ("BCCA"). The general meeting takes note of the fact that the Board of Directors is of the opinion that Mrs Ingrid Ceusters-Luyten meets the independence criteria set out in Article 7:87 of the Belgian Code for Companies and Associations as she does not have a relationship with the Company or any major shareholder that could compromise her independence. The Board of Directors has, in accordance with Article 7:87 of the Belgian Code for Companies and Associations, applied the criteria of the corporate governance code as set out in the Royal Decree of 12 May 2019 specifying the corporate governance code to be complied with by listed companies and confirms that Mrs Ingrid Ceusters-Luyten meets the criteria to be qualified as an independent director. The aforementioned appointment is for a term of four years until the end of the Annual General Meeting of 2024. The remuneration is set at a fixed lump-sum fee of ten thousand euros (10,000.00 EUR) per year and is supplemented by a right to attendance fees in accordance with the remuneration policy."*
- d. Proposal for resolution: *"On the recommendation of the Board of Directors, and subject to the approval of the FSMA, the general meeting appoints with immediate effect Mr Michel Van Geyte, Sint-Thomasstraat 42, 2018 Antwerp, as non-executive, independent director within the meaning of Article 7:87 of the Belgian Code for Companies and Associations ("BCCA"). The general meeting takes note of the fact that the Board of Directors is of the opinion that Mr Michel Van Geyte meets the independence criteria set out in Article 7:87 of the Belgian Code for Companies and Associations as he does not have a relationship with the Company or any major shareholder that could compromise his independence. The Board of Directors has, in accordance with Article 7:87 of the Belgian Code for Companies and Associations, applied the criteria of the corporate governance code as set out in the Royal Decree of 12 May 2019 specifying the corporate governance code to be complied with by listed companies and confirms that Mr Michel Van Geyte meets the criteria to be qualified as an independent director. The aforementioned appointment is for a term of four years until the end of the Annual General Meeting of 2024. The remuneration is set at a fixed lump-sum fee of ten thousand euros (10,000.00 EUR) per year and is supplemented by a right to attendance fees in accordance with the remuneration policy."*

5. 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."*

6. Approval of the remuneration policy

Proposal of resolution: *"The general meeting approves the remuneration policy."*

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7. Acknowledgement of the Corporate Governance Declaration  
Proposal of 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.
8. Acknowledgement of the Corporate Governance Charter  
Proposal of 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.
9. Discharge to the directors of the Company for the exercise of their mandate.  
Proposal of resolution: *"The general meeting grants discharge to all directors, namely Messrs Mark Suykens, Willy Pintens, Dirk Van den Broeck, Peter Van Heukelom, Paul Van Gorp, Mrs Carol Riské and Mrs Brigitte Grouwels, for the exercise of their mandate during the course of the financial year closed on 31 December 2019."*
10. Discharge to the auditor of the Company for the exercise of his mandate.  
Proposal of resolution: *"The general meeting grants discharge to the auditor ("E&Y" represented by Mrs Christel Weymeersch en Mr Christophe Boschmans) for the exercise of their mandate during the course of the financial year closed on 31 December 2019."*
11. Approval of the annual accounts of "Anda Invest sprl/bvba", merged with Care Property Invest on 24 October 2019, for the period from 1 January 2019 to 24 October 2019.  
Proposal of resolution: *"The general meeting approves the annual accounts of "Anda Invest sprl/bvba" for the period from 1 January 2019 to 24 October 2019."*
12. Discharge to the directors of "Anda Invest sprl/bvba" for the exercise of their mandate  
Proposal of resolution: *"The general meeting grants discharge to all directors of "Anda Invest sprl/bvba", namely Mrs Valérie Jonkers and Care Property Invest sa/nv, represented by Mr Filip Van Zeebroeck, for the exercise of their mandate during the period from 1 January 2019 to 24 October 2019."*
13. Discharge to the auditor of "Anda Invest sprl/bvba" for the exercise of his mandate  
Proposal of resolution: *"The general meeting grants discharge to the auditor of "Anda Invest sprl/bvba" for the exercise of his mandate during the period from 1 January 2019 to 24 October 2019."*
14. Approval of the annual accounts of "Tomast sprl/bvba", merged with Care Property Invest on 24 October 2019, for the period from 1 January 2019 to 24 October 2019.  
Proposal of resolution: *"The general meeting approves the annual accounts of "Tomast sprl/bvba" for the period from 1 January 2019 to 24 October 2019."*
15. Discharge to the directors of "Tomast sprl/bvba" for the exercise of their mandate  
Proposal of resolution: *"The general meeting grants discharge to all directors of "Tomast sprl/bvba", namely Mrs Valérie Jonkers and Care Property Invest sa/nv, represented by Mr Filip Van Zeebroeck, for the exercise of their mandate during the period from 1 January 2019 to 24 October 2019."*
16. Discharge to the auditor of "Tomast sprl/bvba" for the exercise of his mandate  
Proposal of resolution: *"The general meeting grants discharge to the auditor of "Tomast sprl/bvba" for the exercise of his mandate during the period from 1 January 2019 to 24 October 2019."*

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17. Approval of the annual accounts of "Decorul sa/nv", merged with Care Property Invest on 24 March 2020 for the period from 1 January 2019 to 31 December 2019.  
Proposal of resolution: *"The general meeting approves the annual accounts of "Decorul sa/nv" for the period from 1 January 2019 to 31 December 2019."*
18. Discharge to the directors of "Decorul sa/nv" for the exercise of their mandate  
Proposal of resolution: *"The general meeting grants discharge to all directors of "Decorul sa/nv", namely Mrs Valérie Jonkers, Mr Filip Van Zeebroeck and Care Property Invest sa/nv, represented by Mr Peter Van Heukelom, for the exercise of their mandate during the period from 1 January 2019 to 31 December 2019."*
19. Discharge to the auditor of "Decorul sa/nv" for the exercise of his mandate  
Proposal of resolution: *"The general meeting grants discharge to the auditor of "Decorul sa/nv" for the exercise of his mandate during the period from 1 January 2019 to 31 December 2019."*
20. Approval of additional auditor's fee.  
Proposal of resolution: *"For the mandate of statutory auditor of the cooperative company EY Auditors, the general meeting approves an additional fee of 350 euros (excluding VAT and usual costs) per foreign real estate project for which a separate valuation report is available (and this only as of the fourth foreign real estate project), for the financial years 2019, 2020 and 2021."*
21. Varia – Announcements

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For the abovementioned items on the agenda the undersigned hereby gives the proxy holder the following instructions to vote as follows at the Company's general meeting (please tick the box of your choice):

ITEM ON THE AGENDA	ACCEPT	REJECT	ABSTAIN
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 2019, closed on 31 December 2019.	-	-	-
2. Acknowledgement of the report of the company auditor regarding the statutory and consolidated financial statements of the Company for the financial year 2019, closed on 31 December 2019.	-	-	-
3. Approval of the statutory financial statements closed on 31 December 2019 and the appropriation of the result regarding the financial year 2019.			
4. Appointments	-	-	-
a. Mrs Valérie Jonkers			
b. Mr Filip Van Zeebroeck			
c. Mrs Ingrid Ceusters-Luyten			
d. Mr Michel Van Geyte			
5. Statement by the nomination and remuneration committee and approval of the remuneration report, which forms a specific part of the corporate governance declaration.			
6. Approval of the remuneration policy			
7. Acknowledgement of the Corporate Governance Declaration	-	-	-
8. Acknowledgement of the Corporate Governance Charter	-	-	-
9. Discharge to the directors of the Company for the exercise of their mandate.			
10. Discharge to the auditor of the Company for the exercise of his mandate.			
11. Approval of the annual accounts of "Anda Invest sprl/bvba", merged with Care Property Invest on 24 October 2019, for the period from 1 January 2019 to 24 October 2019			
12. Discharge to the directors of "Anda Invest sprl/bvba" for the exercise of their mandate.			

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ITEM ON THE AGENDA	ACCEPT	REJECT	ABSTAIN
13. Discharge to the auditor of " Anda Invest sprl/bvba" for the exercise of his mandate			
14. Approval of the annual accounts of "Tomast sprl/bvba", merged with Care Property Invest on 24 October 2019, for the period from 1 January 2019 to 24 October 2019.			
15. Discharge to the directors of "Tomast sprl/bvba" for the exercise of their mandate.			
16. Discharge to the auditor of " Tomast sprl/bvba" for the exercise of his mandate.			
17. Approval of the annual accounts of "Decorul sa/nv", merged with Care Property Invest on 24 March 2020 for the period from 1 January 2019 to 31 December 2019.			
18. Discharge to the directors of "Decorul sa/nv" for the exercise of their mandate.			
19. Discharge to the auditor of "Decorul sa/nv" for the exercise of his mandate.			
20. Approval of additional auditor's fee.			
21. Varia – Announcements	-	-	-

The undersigned hereby confirms that he/she is aware of the fact that if no instructions are given by him/her, the proxy holder must abstain.

More particularly the proxy holder can participate in any other General Meeting with the same agenda in case this General Meeting 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 Belgian Code for Companies and Associations (BCCA) which must be met by the shareholder in order to be allowed to the General Meeting, as described in the notice convening to the General Meeting.

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.



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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 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, a copy of which can be downloaded from the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)). This proxy must be provided to the Company as described below.

Notification of the proxy to the Company must be made in writing (Horstebaan 3, 2900 Schoten or fax +32 3 222 94 95). This notification may also be made electronically at the address: [shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be).

The Company must have received the proxy at the latest on **23 May 2020**.

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 Belgian Code for Companies and Associations which must be met to be allowed to the meeting (as described in the invitation).

Without prejudice to Article 7:145 of the Belgian Code for Companies and Associations, the agent 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.

Since the proxy holder is an employee of the Company, who is thus related to the Company, this person is deemed by law to have a conflict of interest, as set out in Article 7:143 §4 of the BCCA, with the shareholder for the exercise of the voting right. Consequently, the proxy holder may only vote on condition that he/she has specific voting instructions for each item on the agenda.

As indicated in the invitation to the Annual General Meeting (and under the conditions mentioned therein) shareholders who alone or jointly hold 3% of the Company's share capital can place items on the agenda of the Annual General Meeting and submit proposals for a resolution (relating to topics to be dealt with included or to be included in the agenda) until **5 May 2020** at the latest (Article 7:130 BCCA). The topics to be dealt with and the accompanying proposals for a resolution which are added to the agenda, if any, will be made public in compliance with the conditions of the Belgian Code for Companies and Associations (as indicated in the convocation). In such case the Company will simultaneously make a form available to its shareholders on its website, which can be used to vote by proxy, completed with the additional topics to be dealt with and the accompanying proposals for a resolution placed on the agenda, if any, and/or merely with the formulated proposals for a resolution, if any. The proxies made known to the Company prior to the publication of a completed agenda, will remain valid for the topics to be dealt with included in the agenda for which they are valid.



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Since the proxy holder is an employee of the Company who thus has ties with the Company, this person is deemed by law to have a conflict of interest with the shareholder as stipulated in Article 7:143 §4 of the BCCA and therefore the proxy holder will have to abstain from voting on the new items on the agenda.

\_\_\_\_\_ [date]  
*[please have the signature preceded by the words "good for proxy"]*