

*Free translation. The Dutch version will prevail.*

## Invitation Annual General Meeting 25 April 2022

### 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 25 May 2022 at 11 a.m.

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The shareholders, directors and statutory auditor of Care Property Invest NV (the "**Company**" or "**CP Invest**") are invited to participate in the Annual General Meeting ("**AGM**" or "**Meeting**") that shall be held at the office of the Company on **Wednesday 25 May 2022 at 11 a.m.** to deliberate on the agenda and proposals for a resolution as listed below:

The AGENDA is as follows:

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 2021, closed on 31 December 2021.  
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 2021, closed on 31 December 2021.  
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 2021 and the appropriation of the result regarding the financial year 2021.  
Proposal of resolution: *"The general meeting approves the statutory financial statements of the financial year 2021 closed on 31 December 2021, including the appropriation of the result."*
4. Appointments
  - a. Proposal of resolution: *"On the recommendation of the board of directors, and with the approval of the FSMA, the general meeting reappoints with immediate effect the mandate of Mr Peter Van Heukelom, Wijnegemsteenweg 85 /0007, 2970 Schilde,, as executive director. The aforementioned appointment is made for a term of four years, until the end of the ordinary general meeting of 2026. The mandate is unremunerated."*

- b. Proposal of resolution: *"On the recommendation of the board of directors, and with the approval of the FSMA, the general meeting reappoints with immediate effect the mandate of Mr. Paul Van Gorp, Rudolf Esserstraat 20/b403, 9120 Beveren, as non-executive director. The aforementioned appointment is made for a term of one year, until the end of the ordinary general meeting of 2023. The remuneration is set at a fixed lump sum of ten thousand euros (EUR 10,000.00) per year and is supplemented by a right to attendance fees in accordance with the remuneration policy."*
- c. Proposal of resolution: *"On the recommendation of the board of directors, and with the approval of the FSMA, the general meeting reappoints with immediate effect the mandate of Ms. Caroline Riské, Vrijgeweide 7, 2980 Zoersel,, as non-executive director. The aforementioned appointment is made for a term of four years, until the end of the ordinary general meeting of 2026. The remuneration is set at a fixed lump sum of ten thousand euros (EUR 10,000.00) per year and is supplemented by a right to attendance fees in accordance with the remuneration policy."*
- d. Proposal of resolution: *"On the recommendation of the board of directors, and with the approval of the FSMA, the general meeting reappoints with immediate effect the mandate of Ms. Brigitte Grouwels, Bordiaustraart 30, 1000 Brussel, as non-executive director. The aforementioned appointment is made for a term of four years, until the end of the ordinary general meeting of 2026. The remuneration is set at a fixed lump sum of ten thousand euros (EUR 10,000.00) per year and is supplemented by a right to attendance fees in accordance with the remuneration policy."*
5. Explanation by the nomination and remuneration committee of the remuneration report, included in the corporate governance statement, which forms a specific part of the management report, as included in the annual financial report 2021, and its approval with an advisory vote in accordance with Article 7:149, last paragraph, of the BCCA.  
Proposal of resolution: *"The general meeting approves the remuneration report, as contained in the corporate governance statement, which is a specific part of the management report, as contained in the annual financial report 2021, by advisory vote."*
6. Approval of the remuneration policy  
Proposal of resolution: *"The general meeting approves the remuneration policy."*
7. Discharge to the directors of the Company for the exercise of their mandate.  
Proposal of resolution: *"The general meeting discharges all directors, namely Messrs. Mark Suykens, Willy Pintens, Dirk Van den Broeck, Peter Van Heukelom, Paul Van Gorp, Michel Van Geyte and Filip Van Zeebroeck and Ms Carol Riské, Ms Brigitte Grouwels, Ms Ingrid Ceusters and Ms Valérie Jonkers for the performance of their duties during the financial year ended 31 December 2021."*
8. Discharge to the auditor of the Company for the exercise of his mandate.  
Proposal of resolution: *"The general meeting discharges the auditor ("E&Y" represented by Mrs Christel Weymeersch and Mr Christophe Boschmans) for the performance of his dutie during the financial year ended 31 December 2021."*
9. Statutory reappointments: Reappointment of the statutory auditor and determination of its remuneration  
Proposal of resolution: *"With to approval of the FSMA, the general meeting reappoints Ernst & Young, Reviseurs d'Entreprises, with registered office at De Kleetlaan 2, 1831 Diegem, company number 0446.334.711, RPR Brussels, as statutory auditor for a term of three years. This company has appointed Ms. Christel Weymeersch, company auditor, as its representative who is authorized to represent it and who will be charged with carrying out the mandate in the name and on behalf of the company. The mandate expires at the end of the General Meeting of Shareholders, which must approve the annual accounts on 31 December 2024. The remuneration for the statutory mandate is €53,500 (indexed) per year, excluding VAT and*

*expenses. With an additional fee of €375 (indexed) per year and excluding VAT and expenses per foreign real estate project. The fee will increase by €5,000 once the balance sheet total exceeds €1 billion and will further increase by €5,000 each time €200 million in additional consolidated balance sheet total is added."*

10. Change of control in the sustainability bond ABN AMRO

Proposal of resolution: *"In application of section 7:151 BCCA, proposal to approve and, to the extent necessary, ratify the provisions relating to the possible early redemption of the repayment and/or immediate suspension of the use of the credit in the event of a change of control over the Company, as included in the sustainability bond with ABN AMRO"*

11. Change of control in the financing agreement of ABN AMRO

Proposal of resolution: *"In application of section 7:151 BCCA, proposal to approve and, to the extent necessary, ratify the provisions relating to the possible early redemption of the repayment and/or immediate suspension of the use of the credit in the event of a change of control over the Company, as included in the credit agreement with ABN AMRO"*.

12. Change of control regarding the addendum to the financing agreement of ABN AMRO

Proposal of resolution: *"In application of section 7:151 BCCA, proposal to approve and, to the extent necessary, ratify the provisions relating to the possible early redemption of the repayment and/or immediate suspension of the use of the credit in the event of a change of control over the Company, as included in the addendum of credit agreement with ABN AMRO"*.

13. Varia – Announcements

**Lumi platform:** Shareholders who wish to do so can complete all participation requirements via Lumi platform: <https://lumiconnect.com/>. This platform also allows shareholders to vote by proxy prior to the AGM.

**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 at least 3% of the Company's 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 3 May 2022 by e-mail (shareholders@carepropertyinvest.be).

More detailed information about the rights pursuant to Article 7:130 of the BCCA will be made available to shareholders on the Company website ([www.carepropertyinvest.be/en/investments/shareholders-rights/](http://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 10 May 2022.

**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 the 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 must prove their identity at the latest immediately before the AGM starts and (iii) representatives of legal persons must provide documents demonstrating their identity and their capacity of representative.

Each shareholder who wishes to participate in the Meeting by digital means must communicate to the Company an e-mail address at which he wishes to receive the explanations and instructions to participate in the Meeting.

**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 clearing institution regardless of the number of shares held by the shareholder on the date of the AGM. **11 May 2022** (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 submit a certificate issued by their accredited account holder(s) or clearing house holding the account(s) on which their dematerialised shares are held. This certificate must show by how many dematerialised shares, registered in the shareholder's name in its account(s) on the Registration Date, the shareholder has indicated its intention to participate in the AGM.

Holders of dematerialised shares must deposit the abovementioned certificate per E-mail (shareholders@carepropertyinvest.be), at the latest on **19 May 2022** or by registration on the Lumi Platform.

Holders of **registered shares** wishing to participate in the AGM must inform the Company of their intention to participate in the AGM as stated in the current convocation, at the latest on **19 May 2022**. For shareholders who choose to use the Lumi Platform, this platform allows them to directly declare their intention to participate in the AGM and to vote by proxy.

**Proxy:** In the light of Articles 7:142 and 7:143 of the BCCA, each shareholder shall also have the right to be represented at the AGM by a proxy holder and this in compliance with the possible rules on conflicts of interest provided for in the BCCA or other special laws or regulations, insofar as they are applicable.

For a shareholder to be represented by a proxy, a proxy must be completed and signed in accordance with the form of proxy adopted by the board of directors. The shareholder may complete the proxy via the Lumi platform or download it from the Company's website (www.carepropertyinvest.be). The proxy must be registered via the Lumi platform or received by the Company via email no later than May 19, 2022 (aandeelhouders@carepropertyinvest.be)

Additionally, shareholders who wish to be represented will be required to comply with the registration and confirmation procedure mentioned above. For shareholders who choose to use the Lumi platform, this allows them to complete and submit proxies electronically. In this case, no original needs to be delivered before the start of the GAV.

Shareholders are requested to follow the instructions set out on the proxy form in order to be validly represented at the GMS.

**Right to ask questions:** shareholders can exercise their right to ask questions in writing or during the AGM. Written questions to directors must arrive by E-mail (shareholders@carepropertyinvest.be) at the latest on **19 May 2022**.

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/](http://www.carepropertyinvest.be/en/investments/shareholders-rights/)).

**Availability of documents:** Each shareholder may, on presentation of his certificate (in case of dematerialised shares), as soon as the notice convening the AGM 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 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 information which must be made available pursuant to Article 7:129 § 3 of the BCCA can also be consulted at the registered office of the Company (Horstebaan 3, 2900 Schoten) or on the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)) and can also be accessed via the Lumi Platform.

**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](mailto:shareholders@carepropertyinvest.be)). In order to allow the GAV to start on time, shareholders are requested to be present at least fifteen minutes before start time, for which we thank you.

The Board of Directors