

## Invitation Annual General Meeting 23 April 2021

### 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 26 May 2021 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 (digitally) in the Annual General Meeting ("**AGM**" or "**Meeting**") that shall be (deemed to have been) held at the office of the Company on **Wednesday 26 May 2021 at 11 a.m.** to deliberate on the agenda and proposals for a resolution as listed below:

#### **IMPORTANT NOTICE: COVID-19**

In view of the various measures in place to combat the COVID-19 coronavirus, the Board of Directors notes that, with a view to protecting the health of the Company's shareholders, directors and employees, it is not possible for the Company to organise a Meeting at which shareholders will be able to physically participate at the time of this notice. The Company will only be able to grant shareholders physical access to the Meeting insofar as this is permitted by the competent authorities at the time of the Meeting and the Company can guarantee the safety regulations applicable at that time. Therefore, depending on the evolution of the COVID-19 pandemic and the applicable regulations, CP Invest reserves the right to modify, if necessary, the participation modalities below by means of a press release and through an announcement on its website [www.carepropertyinvest.be](http://www.carepropertyinvest.be).

In this context, the Governing Council wishes to expressly emphasise that:

- I. the Company will organise a live broadcast of the Meeting in the sense of Article 7:137 of the Belgian Code of Companies and Associations ("**BCCA**") that will enable shareholders to actively participate in the Meeting from a distance and this according to the modalities determined below;
- II. shareholders have the right to ask questions to the board of directors and the auditor of the Company according to the terms and conditions set out below;
- III. in view of the circumstances mentioned above, the shareholders are strongly advised to exercise their voting rights by voting by (electronic) proxy in accordance with the modalities specified below, it being understood that, if physical participation at the Meeting is again permitted and the Company can guarantee the necessary security measures, the Company will announce this through a press release and through a notification on its website;

- IV. that shareholders can use the Lumi AGM+ platform (<http://lumiagm.com/>) to complete the participation, vote by proxy or to virtually participate and vote during the AGM.

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 2020, closed on 31 December 2020.  
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 2020, closed on 31 December 2020.  
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 2020 and the appropriation of the result regarding the financial year 2020.  
Proposal of resolution: *"The general meeting approves the statutory financial statements of the financial year 2020 closed on 31 December 2020, 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 Mark Suykens, Riemenstraat 76, 2290 Vorselaar, as non-executive director. The aforementioned appointment is made for a term of four years, until the end of the ordinary general meeting of 2025. The remuneration is set at a fixed lump sum of twenty thousand euros (EUR 20,000.00) per year and is supplemented by a right to attendance fees in accordance with the remuneration policy."*
  - 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 mandates of Mr Willy Pintens, Biezenmaat 10 in 8301 Knokke-Heist, as executive director. The aforementioned appointment is made for a term of four years, until the end of the ordinary general meeting of 2025. 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 Mr Dirk Van den Broeck, Leo de Béthunelaan 79, 9300 Aalst, as executive director. The aforementioned appointment is made for a term of four years until the end of the ordinary general meeting of 2025. 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 2020, 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 2020, by advisory vote."*

6. Approval of the remuneration policy  
Proposal of resolution: *"The general meeting approves the remuneration policy."*
7. Remuneration of the members of the investment committee  
Proposal of resolution: *"The General Meeting decides, in view of the amended composition and task description of the investment committee and in line with the remuneration policy, which is submitted to the current Meeting for approval, to also grant the attendance fees for the members of the board of directors, the audit committee and the nomination and remuneration committee fixed at €750 per attendance at a meeting of the respective corporate bodies, as these already apply within the framework of the remuneration policy existing to date and the decision of the General Meeting of 29 May 2019, to the members of the investment committee and this with retroactive effect from 4 November 2020."*
8. 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 2020."*
9. 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 duties during the financial year ended 31 December 2020."*
10. Change of control in the financing agreement of Argenta  
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 Argenta."*
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. Varia – Announcements

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

In view of the various measures in place to combat the COVID-19 coronavirus, the Board of Directors notes that, with a view to protecting the health of the Company's shareholders, directors and employees, it is not possible for the Company to organise a Meeting at which shareholders will be able to physically participate at the time of this notice.

In concrete terms, this will mean that, as long as it is not permitted by the competent authorities and/or the Company cannot guarantee the safety regulations applicable at the time, no shareholder will be allowed to physically attend the Meeting. Shareholders will, however, be able to participate in the Meeting digitally and will be able to exercise their voting rights as follows (i) by proxy to the person designated by the Company, by means of special voting instructions, or (ii) digitally while participating in the Meeting. The right to ask questions will remain unchanged.

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

**Lumi's AGM+ platform:** Shareholders who wish to do so can complete all participation requirements via Lumi's AGM+ platform: <https://lumiagm.com/>. This platform also allows shareholders to either vote by proxy prior to the AGM or to virtually participate and vote at 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 4 May 2021 by regular letter (Horstebaan 3, 2900 Schoten), or e-mail ([shareholders@carepropertyinvest.be](mailto: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 11 May 2021.

**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. **12 May 2021** (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 AGM. For this purpose, the shareholder should communicate an e-mail address to the Company or register on the AGM+ platform <https://lumiagm.com/>.

**Confirmation of participation:** holders of **dematerialised shares** wishing to participate digitally 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 at the Company's office, Horstebaan 3, 2900 Schoten, or per E-mail ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be)), at the latest on **20 May 2021** or by registration on the AGM+ platform at the latest on **20 May 2021**.

Holders of **registered shares** wishing to participate digitally 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 **20 May 2021**. For shareholders who choose to use the AGM+ 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, as the case may be, other special laws or regulations, insofar as they are applicable. As the Company, in view of the various measures in place to combat the coronavirus COVID-19, is not in a position at the time of this notice to organise a Meeting in which the shareholders can participate in a physical manner, the proxy holder will necessarily have to be a person appointed by the Company. A proxy to any other person shall not be valid. This proxy holder may only vote on behalf of the shareholder on condition that 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](http://www.carepropertyinvest.be). This proxy must reach the Company's office by regular letter (Horstebaan 3, 2900 Schoten, or by E-mail ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be))) at the latest on **20 May 2021**. 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.

Moreover, shareholders wishing to be represented will have to observe the abovementioned registration and confirmation procedure. For shareholders who choose to use the AGM+ platform, this platform allows them to complete and submit proxies electronically. In that case, no original must be delivered before the start of the AGM.

**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, (Horstebaan 3, 2900 Schoten, or by E-mail ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be))) at the latest on **20 May 2021**. 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 AGM+ 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)).

The Board of Directors