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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 26 MAY 2021 (the "AGM")**

which shall (be deemed to) be held at the office of the company, Horstebaan 3, 2900 Schoten

**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 in which the shareholders will be able to physically participate at the time of the convening of the AGM. 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, the Company reserves the right to change the modalities of participation, if necessary, by means of a press release and through an announcement on its website [www.carepropertyinvest.be](http://www.carepropertyinvest.be).

In view of the above circumstances, shareholders are strongly advised to exercise their voting rights by voting by (electronic) proxy. The proxy holder will in this case necessarily be a person appointed by the Company. A proxy to any other person will not be valid. Such proxy holder may vote on behalf of the shareholder only on condition that he has specific voting instructions for each item on the agenda.

In order for a shareholder to be represented by a proxy appointed by the Company, the written proxy below must be completed. This proxy should reach the Company's registered office no later than **20 May 2021** by ordinary mail (Horstebaan 3, 2900 Schoten) or e-mail ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be)).

The undersigned<sup>1</sup>:

----- [name],

residing in -----

----- [address]

<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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[OR]

----- [name],

----- [legal form],

with registered office in -----

-----

----- [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.

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 office of the Company under the present power of attorney.

To represent him/her at the (digital) annual general meeting of Care Property Invest which will be (deemed to be) held at the registered office of the Company on **Wednesday, 26 May 2021 at 11 am.**

*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 article 7:143 §4 of the BCCA, 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 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 auditor's report on the statutory annual accounts and the consolidated annual accounts relating to 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.

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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.

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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

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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 AGM (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 2020, closed on 31 December 2020.	-	-	-
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.	-	-	-
3. Approval of the statutory financial statements closed on 31 December 2020 and the appropriation of the result regarding the financial year 2020.			
4. Appointments	-	-	-
a. Mr Mark Suykens			
b. Mr Willy Pintens			
c. Mr Dirk Van den Broeck			
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.			
6. Approval of the remuneration policy			
7. Remuneration of the members of the investment committee	-	-	-
8. Discharge to the directors of the Company for the exercise of their mandate.	-	-	-
9. Discharge to the auditor of the Company for the exercise of his mandate.			
10. Change of control in the financing agreement of Argenta			
11. Change of control in the financing agreement of ABN AMRO			
12. Varia – Announcements			

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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 AGM 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 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 Annual 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.

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.

The proxy should reach the Company's registered office no later than **20 May 2021** by ordinary letter (Horstebaan 3, 2900 Schoten) or e-mail ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be)).

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 BCCA which must be met to be allowed to the meeting (and as described in the invitation).

Without prejudice to Article 7:145 of the BCCA, 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 AGM (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 AGM and submit proposals for a resolution (relating to topics to be dealt with included or to be included in the agenda) until **4 May 2021** 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 BCCA (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

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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.

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"]*