

Free translation. The Dutch version prevails in case of discrepancies.

## 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 (LPR Antwerp, section Antwerp)  
(the 'Company')

Proxy to represent a shareholder at the annual general meeting of shareholders of 28 May 2025 ('AGM'), that shall be held at the registered office at Horstebaan 3, 2900 Schoten

The undersigned<sup>1</sup>:

\_\_\_\_\_ [name],

Residing at \_\_\_\_\_

\_\_\_\_\_ [address]

[OR]

\_\_\_\_\_ [name],

\_\_\_\_\_ [legal form],

With registered office at \_\_\_\_\_

\_\_\_\_\_ [place],

registered in the register of legal entities with no \_\_\_\_\_  
[enterprise number], validly represented by

\_\_\_\_\_ [name and capacity]

and \_\_\_\_\_ [name and capacity]

Owner of \_\_\_\_\_ [number] shares of the public limited liability company Care Property Invest, public regulated real estate company under Belgian law, with registered office at 2900 Schoten,

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

Horstebaan 3, registered in the register of legal entities of Antwerp with no. 0456.378.070.

Hereby grants a special proxy to<sup>2</sup>:

\_\_\_\_\_ [name],

Residing at \_\_\_\_\_

\_\_\_\_\_ [address]

[OR]

\_\_\_\_\_ [name],

\_\_\_\_\_ [legal form],

With registered office at \_\_\_\_\_

\_\_\_\_\_ [place], registered in the register of

legal entities under no \_\_\_\_\_ [enterprise number], validly represented by

\_\_\_\_\_ [name and capacity]

and \_\_\_\_\_ [name and capacity]

To represent him/her at the annual general meeting of Care Property Invest that will be held at the registered office of the Company on 28 May 2025 at 11 a.m.

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 2024, closed on 31 December 2024.  
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 2024, closed on 31 December 2024.  
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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<sup>2</sup> Proxies returned to the Company without indicating a proxy holder shall be considered as being addressed to the Chairman of the meeting. In order to be valid, proxies must contain specific voting instructions for each topic included in the agenda. In the absence of specific voting instructions, the proxy holder will be considered having a conflict of interest and will not take part in the vote.

3. Approval of the statutory financial statements closed on 31 December 2024 and the appropriation of the result regarding the financial year 2024.

Proposed resolution: *'The general meeting approves the statutory financial statements of the financial year 2024 closed on 31 December 2024, including the appropriation of the result.'*

4. Appointments and dismissals

- a. Acknowledgement of the resignation from the Board of Directors of Mrs. Brigitte Grouwels with effect from 28 May 2025

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.

- b. Acknowledgement of the termination of Mr. Mark Suykens' term of office as director. This termination occurred as a result of the expiration of his term of office on 28 May 2025, as determined at the ordinary general meeting on 26 May 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.

- c. Reappointment of Mr. Dirk Van den Broeck

Proposed resolution: *'On the recommendation of the board of directors, and subject to approval of the FSMA, the general meeting reappoints with immediate effect Mr. Dirk Van den Broeck, as director. The aforementioned appointment is made for a term of four years, until the end of the Annual General Meeting of 2029. Remuneration is determined in accordance with the Company's remuneration policy'*

- d. Reappointment of Mr. Patrick Couttenier

Proposed resolution: *'On the recommendation of the board of directors, and subject to approval of the FSMA, the general meeting confirms the co-optation in accordance with Article 7:88 of the Belgian Code for Companies and Associations ('BCCA') of Mr. Patrick Couttenier and reappoints with immediate effect Mr. Patrick Couttenier as director. The aforementioned appointment is made for a term of four years, until the end of the Annual General Meeting of 2029. The appointment is unremunerated.'*

- e. Appointment of Mrs. Inge Boets

Proposed resolution: *'On the recommendation of the board of directors, and subject to approval of the FSMA, the general meeting appoints, with immediate effect, Ms. Inge Boets as a non-executive, independent director in accordance with Article 7:87 of the BCCA. The general meeting acknowledges that the board of directors has determined that Ms. Inge Boets meets the independence criteria of Article 7:87 of the BCCA, given that she does not have any relationship with the Company or is a major shareholder that could compromise her independence. In accordance with Article 7:87 of the BCCA, the Board of Directors has applied the criteria set out in the Corporate Governance Code as stipulated in the Royal Decree of May 12, 2019, which requires listed companies to comply with the Corporate Governance Code. The Board confirms that Ms. Inge Boets meets the criteria to qualify as an independent director. The aforementioned appointment is made for a term of four years until the end of the Annual General Meeting of 2029. Remuneration is determined in accordance with the Company's remuneration policy'*

- f. **Appointment of Mrs. Sonja Gonzalez Valverde**  
Proposed resolution: *'On the recommendation of the board of directors, and subject to approval of the FSMA, the general meeting appoints, with immediate effect, Ms. Sonja Gonzalez Valverde as a non-executive, independent director in accordance with Article 7:87 of the BCCA. The general meeting acknowledges that the board of directors has determined that Ms. Sonja Gonzalez Valverde meets the independence criteria of Article 7:87 of the BCCA, given that she does not have any relationship with the Company or is a major shareholder that could compromise her independence. In accordance with Article 7:87 of the BCCA, the Board of Directors has applied the criteria set out in the Corporate Governance Code as stipulated in the Royal Decree of May 12, 2019, which requires listed companies to comply with the Corporate Governance Code. The Board confirms that Ms. Sonja Gonzalez Valverde meets the criteria to qualify as an independent director. The aforementioned appointment is made for a term of four years until the end of the Annual General Meeting of 2029. Remuneration is determined in accordance with the Company's remuneration policy.'*
- g. **Appointment of Mr. Bart Bots**  
Proposed resolution: *'On the recommendation of the board of directors, and subject to approval of the FSMA, the general meeting appoints, with immediate effect, Mr. Bart Bots as a non-executive, independent director in accordance with Article 7:87 of the BCCA. The general meeting acknowledges that the board of directors has determined that Mr. Bart Bots meets the independence criteria of Article 7:87 of the BCCA, given that he does not have any relationship with the Company or is a major shareholder that could compromise his independence. In accordance with Article 7:87 of the BCCA, the Board of Directors has applied the criteria set out in the Corporate Governance Code as stipulated in the Royal Decree of May 12, 2019, which requires listed companies to comply with the Corporate Governance Code. The Board confirms that Mr. Bart Bots meets the criteria to qualify as an independent director. The aforementioned appointment is made for a term of four years until the end of the Annual General Meeting of 2029. Remuneration is determined in accordance with the Company's 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 2024, and its approval with an advisory vote in accordance with Article 7:149, last paragraph, of the BCCA.**  
Proposed resolution: *'The general meeting approves the remuneration report, as included in the corporate governance statement, which is a specific part of the management report, as included in the annual financial report 2024, by advisory vote.'*
6. **Approval of the remuneration policy.**  
Proposed resolution: *'The general meeting approves the remuneration policy, including the deviations from articles (7:121 in conjunction with) article 7:91 of the BCCA regarding the rules on the spread in time of the performance criteria for determining the variable remuneration.'*
7. **Discharge to the directors of the Company for the exercise of their mandate.**  
Proposed resolution: *'The general meeting discharges all directors, namely Mr. Mark Suykens, Mr. Willy Pintens, Mr. Dirk Van den Broeck, Mr. Peter Van Heukelom, Mr. Paul Van Gorp, Mr. Michel Van Geyte and Mr. Filip Van Zeebroeck and Mrs. Carol Riské, Mrs. Brigitte Grouwels, Mrs. Ingrid Ceusters and Mrs. Valérie Jonkers for the performance of their duties during the financial year ending on 31 December 2024.'*

8. Discharge to the auditor of the Company for the exercise of its mandate.  
Proposed resolution: *'The general meeting discharges the auditor ('EY Bedrijfsrevisoren BV' represented by Mrs Christel Weymeersch, corporate auditor) for the performance of its duty during the financial year ending on 31 December 2024.'*
  
9. Statutory reappointments: Reappointment of the statutory auditor and determination of the remuneration  
Proposed resolution: *'Subject to approval by the FSMA, the general meeting reappoints the private limited liability company EY Bedrijfsrevisoren, with registered office at Kouterveldstraat 7B 001, 1831 Diegem, with company number 0446.334.711, RPR Brussels, as statutory auditor for a term of three years. The company has appointed Mr. Joeri Klaykens, company auditor, as the representative who is authorised 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 after the general meeting of shareholders which must approve the annual accounts by December 31, 2027. The remuneration for the statutory mandate is €66,000 (indexed) per year, excluding VAT and expenses. For each foreign real estate project, an additional fee of €375 (indexed) per year will be charged, excluding VAT and expenses. This fee will increase by €5,000 if investment properties on a statutory level exceed €650 million and by the same amount each time €150 million investment properties on a statutory level are added. For a limited review of the sustainability report, to the extent that such audit is required by law or to the extent that the Company will apply such audit voluntarily, an additional fee of €45,000 (indexed) per year, excluding VAT and expenses will be incurred.'*
  
10. Change of control in the financing agreements contracted by the Company.  
Proposed resolution: *'The general meeting, in accordance with Article 7:151 BCCA, approves and, to the extent necessary, ratifies 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, for the following financing agreements contracted by the Company: (i) the 'Amendment and Restatement Agreement to the revolving loan facility agreement originally dated 31 December 2020 and the revolving loan facility originally dated 15 December 2022 both as amended and/or amended and restated from time to time prior to the date of this agreement' of 25 September 2024 tussen Care Property Invest NV and ABN AMRO Bank NV.'; (ii) Revolving credit agreement dated 30 January 2025 between Care Property Invest NV and BNP Paribas Fortis NV for a total amount of EUR 20.000.000,00.'*
  
11. Change of control in the management agreements contracted by the Company  
Proposed resolution: *'The general meeting, in accordance with Articles 7:92 and 7:151 BCCA, approves and, to the extent necessary, ratifies the provisions relating to severance pay and the consequences of any change of control over the Company thereon, namely the increase of the notice period or severance pay from 12 months to 18 months if a change of control of the Company occurs, for the following management agreements contracted by the Company: (i) the management agreement dated 19 June 2024 between Care Property Invest NV and Mr. Patrick Couttenier; (ii) the management agreement dated 18 June 2024 between Care Property Invest NV and Mr. Willem Van Gaver and; (iii) the management agreement dated 18 June 2024 between Care Property Invest NV and Mr. Philip De Monie'.*
  
12. Varia - Announcements

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The undersigned hereby gives instructions to the proxy holder to vote at the Company's AGM on the aforementioned agenda items as follows (please tick the choice made):

AGENDA ITEM	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 2024, closed on 31 December 2024	-	-	-
2. Acknowledgement of the report of the company auditor regarding the statutory and consolidated financial statements of the Company for the financial year 2024, closed on 31 December 2024	-	-	-
3. Approval of the statutory financial statements closed on 31 December 2023 and the appropriation of the result regarding the financial year 2023			
4. Appointments and dismissals	-	-	-
a. Acknowledgement resignation Mrs. Brigitte Grouwels	-	-	-
b. Acknowledgement termination Mr. Mark Suykens' term	-	-	-
c. Reappointment Mr. Dirk Van den Broeck			
d. Reappointment Mr. Patrick Couttenier			
e. Appointment Mrs. Inge Boets			
f. Appointment Mrs. Sonja Gonzalez Valverde			
g. Appointment Mr. Bart Bots			
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 2024, 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. Discharge to the directors of the Company for the exercise of their mandate.			
8. Discharge to the auditor of the Company for the exercise of its mandate			
9. Reappointment of the statutory auditor			
10. Change of control in the financing agreement entered into by the Company			

AGENDA ITEM	ACCEPT	REJECT	ABSTAIN
11. Change of control in the management agreements			
12. Varia – Announcements	-	-	-

The undersigned hereby confirms that he/she is aware of the fact that in the absence of instructions from his/her/their behalf, the proxyholder should 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 invitation convening the AGM.

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 for a shareholder to be represented by a proxy, a power of attorney must be completed and signed in accordance with the form of proxy established by the board of directors. The shareholder may complete the proxy via the Lumi Connect Platform or download it from the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)).

The proxy must be registered via the Lumi Connect Platform or arrived at the Company via email ([aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be)) no later than 22 May 2025.

In addition, shareholders who wish to be represented will be required to comply with the admission and confirmation procedure specified in the invitation. For shareholders who choose to use the Lumi Connect Platform, this allows them to complete and submit proxies electronically. In this case, no original must be delivered before the start of the AGM.

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 (as described in the invitation).

Without prejudice to article 7:145 of the BCCA, the proxy holder 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.



In the event of a potential conflict of interest as stipulated in article 7:143 §4 of the BCCA between the shareholder and the proxy holder appointed by him, the proxy holder must disclose the precise facts that are of interest to the shareholder in order to assess whether there is a risk that the proxy holder would pursue any interest other than the interest of the shareholder. In addition, the proxy holder may vote on behalf of the shareholder only on the condition that he has specific voting instructions for each item on the agenda.

As indicated in the invitation convening the AGM (and according to the modalities indicated therein), shareholders owning solely or jointly 3% of the Company's share capital may place items on the agenda of the AGM and submit proposals for resolution (with respect to items included or to be included on the agenda) until 6 May 2025 at the latest (article 7:130 of the BCCA). The subjects to be dealt with and the corresponding proposed resolutions that would, if any, be added to the agenda will be published in accordance with the modalities of the BCCA (as indicated in the invitation). If applicable, the Company will simultaneously make available to its shareholders, on its website, a form that can be used for voting by proxy, supplemented with the additional agenda items to be discussed and the corresponding proposed resolutions that would be added to the agenda, and/or merely with the proposed resolutions that would be formulated regarding existing agenda items. Proxies notified to the Company prior to the publication of a supplemented agenda shall remain valid for the agenda items to be addressed to which they apply with the understanding that, for agenda items to be addressed for which new resolutions have been formulated, the proxy holder may, during the meeting, deviate from any instructions given by the shareholder, if the execution of such instructions could prejudice the interests of the shareholder. The proxy must notify the shareholder accordingly.

Regarding new items that would be added to the agenda, if any, the shareholder must make a choice.\*

- ☐ The proxy holder is authorized to vote about new agenda items that would be added to the agenda.\*

[OR]

- ☐ The proxy holder must abstain from voting about new agenda items that would be added to the agenda.\*

[\*Check the box corresponding to the option selected.]

\_\_\_\_\_ [date]

[signature preceded by the words 'good for proxy']