

## Invitation Annual General Meeting 25 April 2024

### 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 (RLE Antwerp)  
(the 'Company')

### Invitation to the Annual General Meeting of Shareholders of Wednesday 29 May 2024 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 attend the Annual General Meeting (the 'AGM' or 'Meeting') that shall be held at the office of the Company, Horstebaan 3, 2900 Schoten on **Wednesday 29 May 2024 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 2023, closed on 31 December 2023.  
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 2023, closed on 31 December 2023.  
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 2023 and the appropriation of the result regarding the financial year 2023.  
Proposal of resolution: *'The general meeting approves the statutory financial statements of the financial year 2023 closed on 31 December 2023, including the appropriation of the result.'*
4. Appointments
  - a. Reappointment of Mr. Michel Van Geyte  
Proposal of resolution: *'On the recommendation of the board of directors, and subject to approval of the FSMA, the general meeting reappoints with immediate effect Mr. Michel Van Geyte, residing at Sint-Thomasstraat 42, 2018 Antwerp, as independent director, as defined in article 7:87 of the Belgian Code for Companies and Associations ('BCCA'). The aforementioned appointment is made for a term of four years, until the end of the Annual General Meeting of 2028. 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.'*
- b. Reappointment of Mr. Filip Van Zeebroeck  
Proposal of resolution: *'On the recommendation of the Board of Directors, and subject to approval of the FSMA, the general meeting reappoints with immediate effect Mr. Filip Van Zeebroeck, residing at Cornelis De Herdtstraat 16, 2640 Mortsel, as director for a term of four years, until the end of the Annual General Meeting of 2028. The appointment is unremunerated.'*
- c. Reappointment of Mrs. Valérie Jonkers  
Proposal of resolution: *'On the recommendation of the Board of Directors, and subject to approval of the FSMA, the general meeting reappoints with immediate effect Mrs. Valérie Jonkers, residing at Wezelsebaan 102 b, 2900 Schoten, as director for a term of four years, until the end of the Annual General Meeting of 2028. The appointment is unremunerated.'*
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 2023, 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 included in the corporate governance statement, which is a specific part of the management report, as included in the annual financial report 2023, by advisory vote.'*
6. Discharge to the directors of the Company for the exercise of their mandate.  
Proposal of 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 2023.'*
7. Discharge to the auditor of the Company for the exercise of its mandate.  
Proposal of 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 2023.'*
8. Change of control in the financing agreements contracted by the Company.  
Proposal of resolution: *'The general meeting, in application of section 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) Revolving Loan Facility with ABN AMRO Bank nv dated 15 December 2022 for a total amount of EUR 60,000; (II) Roll-over credit with Belfius Bank nv dated 17 August 2023 for a total amount of EUR 20,000,000; (III) Roll-over credit with Belfius Bank nv dated 17 August 2024 for a total amount of EUR 50,000,000; (IV) Roll-over credit with Belfius Bank nv dated 17 August 2023 for a total amount of EUR 25,000,000; (V) Roll-over credit with Belfius Bank nv dated 17 August 2023 for a total amount of EUR 25,000,000; (VI) Operating line of credit with KBC Bank nv dated 27 June 2022 for a total amount of EUR 20,000,000; and (VII) Operating line of credit with KBC Bank nv dated 27 June 2022 for a total amount of EUR 40,000,000.'*
9. Change of control regarding other agreements contracted by the Company.  
Proposal of resolution: *'The general meeting, in application of section 7:151 BCCA, approves and, to the extent necessary, ratifies the provisions relating to the consequences of a change of control over the Company, for the following agreements contracted by the Company: (I) Schedule to the 2002 Master Agreement met ABN AMRO Bank nv dated 16 Augustus 2023.'*

10. Varia – Announcements

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**Information to shareholders**

Please note that all dates and indicated timings included below are final deadlines and that these will not be postponed because of a weekend, an official holiday or any other reason.

**Admission formalities, registration and exercise of voting rights:** The Company cooperates with Lumi Connect to assist shareholders in registering to (i) attend the general meeting, or (ii) give a proxy to another person to vote at the general meeting. We recommend that all shareholders take advantage of this efficient platform.

If a shareholder decides to use the Lumi Connect Platform and registers for the AGM, the procedure below should **not** be followed and Lumi Connect will determine the share ownership on the Date of Registration. Shareholders who wish to do so may complete their registration for the AGM through the Lumi Connect Platform by using the following link: <https://www.lumiconnect.com>.

(Only for shareholders who do not use the Lumi Connect Platform to register their participation in the AGM): In order to attend or be represented at the AGM, shareholders must comply with the provisions of articles 34 and 35 of the Company's articles of association. To be admitted to the AGM, (i) the shareholders must prove that they are actual owners of the shares concerned on the Date of Registration, (ii) the shareholders or proxy holders (see below) must prove their identity at the latest immediately prior to the start of the AGM, and (iii) the representatives of legal entities must hand over documents proving their identity and their power of representation.

Only persons who are a shareholder of the Company on the Date of Registration (as defined below) can participate in the AGM and exercise voting rights therein, based on the registration in the accounts of the shareholder's registered shares on the Date of Registration, either by their registration in the register of the Company's registered shares or by their registration in the accounts of an certified account holder or a clearing institution, regardless of the number of shares held by the shareholder on the date of the AGM. 15 May 2024 (12 p.m. Belgian time) shall serve as the record date (the '**Date of Registration**').

Holders of **dematerialized shares** who wish to participate in the AGM must submit a certificate issued by their certified account holder(s) or clearing institution holding the account(s) on which their dematerialized shares are registered. This certificate must show the number of dematerialized shares registered in the shareholder's name in their account(s) on the Date of Registration with which the shareholder has indicated its intention to participate in the AGM.

Confirmation of participation in the AGM and deposit of the aforementioned certificate by the owners of dematerialized shares must be sent by e-mail to [shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be) no later than 23 May 2024.

The owners of **registered shares** who wish to participate in the AGM must notify the Company of their intention to participate in the AGM by 23 May 2024 at the latest and in accordance with the details specified in this invitation.

**Proxy:** In the light of articles 7:142 and 7:143 of the BCCA, each shareholder will 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 prescribed by the BCCA or, as the case may be, other special laws or regulations, insofar as they are applicable.

In order for a shareholder to be represented by a proxy holder, a written power of attorney must be completed and signed in accordance with the form of power of attorney 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 no later than 23 May 2024 via the Lumi Connect Platform or arrived at the Company via email ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be)).

In addition, shareholders who wish to be represented will have to comply with the admission formalities listed above. 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.

Shareholders are requested to follow the **instructions stated on the proxy form** in order to be validly represented at the AGM.

**Amendment of the agenda:** Shareholders who alone or jointly hold 3% of the Company's share 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 7 May 2024 by 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's 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 14 May 2024.

**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](mailto:shareholders@carepropertyinvest.be)) at the latest on 23 May 2024. More detailed information about the rights pursuant to Article 7:139 of the BCCA 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, upon presentation of his certificate (in case of dematerialized shares), as soon as the invitation convening the AGM is published, obtain a digital copy of the following documents by e-mail free of charge:

- the documents which will be presented to the AGM;
- the agenda of the AGM, which also contains a proposal for a resolution or 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 on the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)) and can be consulted through the Lumi Connect Platform.

**Data protection:** The Company is responsible for processing the personal data of shareholders and proxy holders that it receives in respect of the AGM, in accordance with applicable law. Processing of personal data will only take place if it is necessary in accordance with the articles of association or (corporate) laws applicable to the Company. In that context, processing will take place, inter alia, for the purpose of exercising the admission and voting formalities in respect of the AGM and in accordance with applicable law and the Company's Privacy Policy. Certain personal data may be transferred to Lumi Technologies BV in the context of the services they will perform in connection with the organization of the AGM. Personal data will be kept and deleted in accordance with the Company's Privacy Policy.

Shareholders and proxy holders can find the Company's Privacy Policy on the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)).



**Practical information:** Shareholders who wish to obtain more information about the modalities 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 for the AGM to start punctually, shareholders are kindly requested to be present at least 15 minutes before the start time.

The Board of Directors