

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

## Invitation Annual General Meeting

24 April 2025

### 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')

Invitation to the Annual General Meeting of Shareholders of Wednesday 28 May 2025, 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 to the annual general meeting of the Company ('AGM' or 'Meeting') that shall be held at the registered office of the Company at Horstebaan 3, 2900 Schoten on 28 May 2025 at 11 a.m. for the purpose of deliberating on the agenda and proposed resolutions as set out 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 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.
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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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.

**Admission formalities, registration and exercise of voting rights:** The Company cooperates with Lumi Connect to assist shareholders in registering to (i) participate in 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 share ownership on the Date of Registration. Shareholders who wish to do so may complete their registration for the AGM through the Lumi 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. 14 May 2025 (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 22 May 2025.

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 22 May 2025 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 22 May 2025 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 6 May 2025 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 13 May 2025.

**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 22 May 2025. 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 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 [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@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