



Care building  
in complete confidence.

*Free translation. The Dutch version will prevail.*

## 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")

### Information on the rights of shareholders referred to in Articles 7:130 and 7:139 of the Belgian Code for Companies and Associations ("the BCCA")

Following the convening of an ordinary, extraordinary or special general meeting of Care Property Invest NV (the "**Company**" or "**CP Invest**"), the shareholders of CP Invest have the right, under and subject to certain conditions, to have items to be discussed put on the agenda of the general meeting and to submit proposals for resolutions on items already on the agenda or to be included on the agenda (Article 7:130 of the BCCA). The shareholders of Care Property Invest NV also have the right, in writing or during the general meeting, within certain limits, to ask questions to (i) the directors with respect to their reports or other items on the agenda of the general meeting, and (ii) the statutory auditor with respect to his reports (article 7:139 of the BCCA).

Below is a description of the modalities under which these rights can be exercised:

#### 1. Right of certain shareholders to place items on the agenda (article 7:130 of the BCCA)

- 1.1. One or more shareholders holding together at least 3 % of the capital of CP Invest may have items to be dealt with included on the agenda of the general meeting and submit proposals for decisions on items already on the agenda or to be included on the agenda (hereinafter the '**Requests**'). Shareholders do not have this right for a second general meeting that is convened (pursuant to Section 7:128, §1, subsection 2 of the BCCA) due to the fact that the required attendance quorum was not reached at the first general meeting.
- 1.2. On the date that the shareholder submits a Request, he must prove that he owns the required share in the Company's capital (cf. point 1.1 above) by means of the following documents:
  - a certificate of registration of the relevant shares in the register of registered shares of the Company; or
  - a certificate drawn up by Euroclear or an approved account holder with Euroclear proving that the relevant number of dematerialised shares has been registered in its name on account.

- 1.3. The shareholder must submit his Request in writing. These Requests shall be accompanied by at least the following, as the case may be:
- the text of the topics to be covered and the corresponding proposals for decision; and/or
  - the text of proposals for decisions to be placed on the agenda relating to items already on the agenda;
  - a postal or e-mail address to which the Company may send proof of receipt of the Request; and
  - proof that the shareholder holds the required share in the capital of the Company (cf. point 1.2 above).
- 1.4. The Company must receive these Requests no later than the twenty-second day before the date of the general meeting (the exact date is indicated in the notice convening the meeting). The Requests may be sent to the Company by ordinary letter, fax or e-mail: Care Property Invest NV, Horstebaan 3, 2900 Schoten, F +32 3 222 94 95; E [shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be). The Company acknowledges receipt of the Requests within forty-eight hours of such receipt.
- 1.5. Any proposed resolutions formulated in this context by the shareholder(s) shall be added to the website as soon as possible after their receipt by the Company.
- 1.6. At the latest on the fifteenth day before the date of the general meeting (the exact date is indicated in the notice convening the meeting), the Company publishes an agenda that is supplemented with the additional items to be dealt with and the corresponding proposed resolutions that would be included therein, and/or merely with the proposed resolutions that would have been formulated.
- This supplemented agenda is published in the same way as the convening notice and is also made available on the Company's website.
- At the same time, the Company makes available to its shareholders, on its website, an adapted proxy form, which can be used for voting by proxy and, if applicable, for voting by letter, completed with the additional items to be discussed and the corresponding proposed resolutions that would be placed on the agenda, and/or only with the proposed resolutions that would have been formulated.
- 1.7. The proxies that were notified to the Company prior to the publication of a supplemented agenda remain valid for the items on the agenda to which they apply. With regard to the items to be discussed on the agenda for which new proposed resolutions have been submitted, the proxy holder may, during the meeting, deviate from any instructions given by the principal if the execution of such instructions could harm the interests of the principal. The proxy holder must inform the principal. The proxy must state whether the proxy holder is authorised to vote on the new items on the agenda or whether he must abstain from voting.

- 1.8. The items to be discussed and the proposed resolutions that have been placed on the agenda in accordance with the above modalities will only be discussed at the general meeting insofar as the share in the capital of the Company required under point 1.1 has been registered on the fourteenth day prior to the general meeting, at midnight (Belgian time) (this is the registration date; the exact date is mentioned in the convening notice). This is done on the basis of the accounting registration of the registered shares of the shareholder, either by their registration in the register of registered shares of the Company (for the holders of registered shares), or by their registration in the accounts of a recognised account holder or a clearing institution (for the holders of dematerialised shares), regardless of the number of shares held by the shareholder on the day of the general meeting.

## **2. The shareholders' right to ask questions (Article 7:139 of the BCCA)**

As from the publication of the convening notice, persons who are shareholders of the Company on the record date (as described above) and who have validly and timely notified the Company that they wish to participate in the general meeting (as described in the convening notice) may ask questions in writing, which will in principle be answered by the directors or the statutory auditor during the general meeting.

- 2.1. The shareholders may, in writing or during the general meeting, put questions to the directors with regard to their report or to the items on the agenda.
- 2.2. Where appropriate, the shareholders may also, in writing or during the general meeting, put questions to the statutory auditor concerning the reports of the statutory auditor included in the agenda.

These written questions must be sent by ordinary letter, fax or e-mail to the registered office of the company, Care Property Invest NV, Horstebaan 3, 2900 Schoten, F +32 3 222 94 95; E [shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be), no later than the sixth day prior to the general meeting (the exact date is mentioned in the convening notice).

During the shareholders' meeting, the directors or the statutory auditor respectively shall answer these written questions, as well as such questions asked orally by the shareholders during the shareholders' meeting, insofar as the communication of data or facts is not of such a nature that it would be detrimental to the Company's business interests or to the confidentiality to which the Company or its directors or (as the case may be) the statutory auditor have committed themselves.

If several questions deal with the same subject matter, the directors and the statutory auditor may give a single answer.

*For all additional information: see contact details below.*

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### **Care Property Invest NV**

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