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FOR IMMEDIATE RELEASE

2 April 2025

RECOMMENDED CASH ACQUISITION
OF
CARE REIT PLC ("CRT plc")
BY
CR UNITED BIDCO LTD ("Bidco")

(a wholly-owned subsidiary of CareTrust REIT, Inc. ("CareTrust"))

Publication of Scheme Document

On 11 March 2025, the boards of CareTrust and CRT plc announced that they had reached agreement on the terms and conditions of a recommended all-cash acquisition pursuant to which Bidco, a newly-incorporated wholly-owned subsidiary of CareTrust, would acquire the entire issued and to be issued ordinary share capital of CRT plc (excluding any Scheme Restricted Shares) (the "**Acquisition**"). The Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

Capitalised terms used in this announcement (this "**Announcement**") shall, unless otherwise defined, have the same meanings as set out in the Scheme Document (as defined below).

Publication of Scheme Document

The board of CRT plc announces that it is today publishing and sending to CRT plc Shareholders a circular in relation to the Acquisition (the "**Scheme Document**") setting out, amongst other things, the full terms and conditions of the Scheme, a letter from the Chair of CRT plc, an explanatory statement pursuant to section 897 of the Companies Act 2006, an expected timetable of principal events, a valuation report in respect of CRT plc's property portfolio as at 31 December 2024, notices of the Court Meeting and General Meeting and details of the actions to be taken by CRT plc Shareholders, together with Forms of Proxy for the Court Meeting and the General Meeting.

Copies of this Announcement and the Scheme Document will be made available on CRT plc's website at: <https://www.carereit.co.uk/investors/the-offer> and on CareTrust's website at <https://investor.caretrustreit.com/resources/Offer-for-Care-REIT> up to and including the Effective Date. The contents of CRT plc's website and CareTrust's website are not incorporated into, and do not form part of, this Announcement.

A copy of the Scheme Document (together with copies of any related documents which are required to be so filed) will shortly be submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Notices of the Court Meeting and General Meeting and Actions Required

As further detailed in the Scheme Document, to become Effective, the Scheme must be approved by a majority in number of the Scheme Shareholders voting at the Court Meeting, either in person or by proxy, representing at least 75 per cent. in value of the Scheme Shares voted. In addition, the Resolutions must be passed by the requisite majority at the General Meeting.

Notices convening the Court Meeting and General Meeting for 10.00 a.m. and 10.15 a.m. (or, if later, as soon as the Court Meeting has been concluded or adjourned), respectively, on 29 April 2025, to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL are set out in the Scheme Document. Personalised Forms of Proxy for use at such meetings are enclosed with the Scheme Document.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of the opinion of Scheme Shareholders. Scheme Shareholders are therefore strongly urged to complete and return their Forms of Proxy (or appoint a proxy through CREST or electronically) as soon as possible in accordance with the instructions for so doing set out in the Scheme Document.

If: (i) the Scheme is approved by the Scheme Shareholders, (ii) the Resolutions are approved by CRT plc Shareholders, (iii) all other Conditions to the Acquisition are satisfied or (if capable of waiver) waived, (iv) the Court sanctions the Scheme and (v) the Scheme becomes Effective in accordance with its terms, then under the anticipated timetable it is expected that dealings in CRT plc Shares will be suspended at 7.30 a.m. on 9 May 2025 and CRT plc Shares will be subsequently cancelled from listing from the Official List and trading on the London Stock Exchange's main market for listed securities by 7.30 a.m. on 12 May 2025. Further details of the expected timetable of principal events are set out below and in the Scheme Document.

Recommendation

The CRT plc Board, who have been so advised by Jefferies International Limited ("**Jefferies**") as to the financial terms of the Acquisition, unanimously consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the CRT plc Board, Jefferies has taken into account the commercial assessments of the CRT plc Directors. Jefferies is providing independent financial advice to the CRT plc Directors for the purpose of Rule 3 of the Takeover Code.

Accordingly, the CRT plc Board unanimously recommends that Scheme Shareholders vote to approve the Scheme at the

Court Meeting and the CRT plc Shareholders vote in favour of the Resolutions at the General Meeting as the CRT plc Directors have irrevocably undertaken to do (or procure to be done) in respect of their own beneficial holdings, being, in aggregate, 176,334 CRT plc Shares representing approximately 0.04 per cent. of the issued ordinary share capital of CRT plc as at close of business on 1 April 2025, being the latest practicable date prior to publication of this Announcement.

Timetable

The current expected timetable of principal events for the implementation of the Scheme is set out in the Scheme Document and repeated below. If any of the dates and/or times set out in the expected timetable change, an announcement will be made through a Regulatory Information Service.

Event	Time and/or date
Publication of the Scheme Document	2 April 2025
Latest time for lodging Forms of Proxy for the:	
Court Meeting (BLUE form)	10.00 a.m. on 25 April 2025 ⁽¹⁾
General Meeting (WHITE form)	10.15 a.m. on 25 April 2025 ⁽²⁾
Voting Record Time for the Court Meeting and General Meeting	6.30 p.m. on 25 April 2025 ⁽³⁾
Court Meeting	10.00 a.m. on 29 April 2025
General Meeting	10.15 a.m. on 29 April 2025⁽⁴⁾

The following dates are indicative only and are subject to change⁽⁵⁾

Sanction Hearing (to sanction the Scheme)	7 May 2025
Last day of dealings in, and for the registration of transfers of, and disablement in CREST of, CRT plc Shares on the London Stock Exchange	8 May 2025
Scheme Record Time	6.00 p.m. on 8 May 2025
Suspension of listing of, and dealings in, CRT plc Shares on the London Stock Exchange	by 7.30 a.m. on 9 May 2025
Effective Date	9 May 2025 ⁽⁶⁾
De-listing of CRT plc Shares	by 7.30 a.m. on 12 May 2025
Latest date for dispatch of cheques, and crediting of CREST accounts and processing electronic transfers due under the Scheme	within 14 days of the Effective Date
Long Stop Date	11.59 p.m. (London time) on 9 July 2025 ⁽⁷⁾

- (1) It is requested that BLUE Forms of Proxy for the Court Meeting be lodged not later than 10.00 a.m. on 25 April 2025 or, if the Court Meeting is adjourned, 48 hours prior to the time and date set for any adjourned Court Meeting (excluding any part of such 48-hour period falling on a day which is not a Business Day). If the BLUE Form of Proxy for the Court Meeting is not returned by such time, it may be handed to a representative of Computershare, on behalf of the Chair of the Court Meeting, or to the Chair of the Court Meeting before the start of the Court Meeting (or any adjournment of it) and it will be valid.
- (2) In order to be valid, the WHITE Forms of Proxy for the General Meeting must be lodged not later than 10.15 a.m. on 25 April 2025 or, if the General Meeting is adjourned, 48 hours prior to the time and date set for any adjourned General Meeting (excluding any part of such 48-hour period falling on a day which is not a Business Day).
- (3) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6.30 p.m. on the date which is two days (excluding any day which is not a Business Day) prior to the date set for such adjourned Meeting.
- (4) To commence at 10.15 a.m. or as soon thereafter as the Court Meeting shall have concluded or adjourned.
- (5) These dates are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Registrar of Companies. CRT plc will give adequate notice of all of these dates and times, when known, by issuing an announcement through a Regulatory Information Service, with such announcement being made available on CRT plc's website at <https://www.carereit.co.uk/investors/the-offer>.
- (6) Following sanction of the Scheme by the Court, the Scheme will become Effective in accordance with its terms upon a copy of the Court Order being delivered to the Registrar of Companies. This is presently expected to occur within two Business Days after the date of the Sanction Hearing, subject to satisfaction or (where capable of waiver), waiver of the Conditions.
- (7) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as CRT plc and Bidco may agree in writing (with the Panel's consent and as the Court may approve (should such approval(s) be required)).

Shareholder Helpline

If you have any questions relating to this Announcement, the Scheme Document, the Court Meeting or the General Meeting, or the completion and return of your Forms of Proxy, please contact the Shareholder Helpline operated by Computershare, on 0370 703 0340 (or +44 370 703 0340 if calling from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The Shareholder Helpline is open between 8.30 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note the Shareholder Helpline cannot provide advice on the merits of the Scheme nor give any financial, investment, legal or tax advice.

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Jones Day is retained as legal adviser to CareTrust and Bidco. Travers Smith LLP is retained as legal adviser to CRT plc.

Important notices

Jefferies, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for CRT plc and for no one else in connection with the Acquisition and the matters set out in this Announcement and will not regard any other person as its client in relation to the Acquisition and the matters in this Announcement and will not be responsible to anyone other than CRT plc for providing the protections afforded to clients of Jefferies nor for providing advice in relation to any matter referred to in this Announcement. Neither Jefferies nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies in connection with the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.

Winterflood Securities Limited ("Winterflood"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for CRT plc and for no one else in connection with the Acquisition and the matters set out in this Announcement and will not regard any other person as its client in relation to the Acquisition and the matters in this Announcement and will not be responsible to anyone other than CRT plc for providing the protections afforded to clients of Winterflood nor for providing advice in relation to any matter referred to in this Announcement. Neither Winterflood nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Winterflood in connection with the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.

Piper Sandler Limited ("Piper Sandler"), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser exclusively to CareTrust and Bidco and for no one else in connection with the Acquisition and the matters set out in this Announcement and will not regard any other person as its client in relation to the Acquisition and the matters in this Announcement and will not be responsible to anyone other than CareTrust and Bidco for providing the protections afforded to clients of Piper Sandler nor for providing advice in relation to any matter referred to in this Announcement. Neither Piper Sandler nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Piper Sandler in connection with the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.

J.P. Morgan Securities LLC, together with its affiliate J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove and which is authorized in the United Kingdom by the Prudential Regulation Authority and regulated in the United Kingdom by the Prudential Regulation Authority and the Financial Conduct Authority) ("J.P. Morgan"), is acting as financial adviser exclusively for CareTrust and Bidco and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters in this Announcement and will not be responsible to anyone other than CareTrust and Bidco for providing the protections afforded to clients of J.P. Morgan, nor for providing advice in relation to any matter referred to herein.

Further information

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or

otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale issuance or exchange is unlawful. The Acquisition is intended to be implemented by way of a Scheme pursuant to the terms of the Scheme Document, which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision, vote or other response in respect of the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the document to be sent to CRT plc Shareholders which will contain the terms and conditions of such Takeover Offer).

This Announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

This Announcement does not constitute a prospectus or a prospectus exempted document.

Nothing in this Announcement should be relied on for any other purpose.

Overseas jurisdictions

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Announcement comes should inform themselves about and observe such restrictions. Further details in relation to the Overseas Shareholders are contained in the Scheme Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such means from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to CRT plc Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident or to which they are subject. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements, as any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the Listing Rules.

Additional information for US investors

The Acquisition is being made to acquire the securities of an English company by means of a scheme of arrangement provided for under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the proxy solicitation or tender offer rules under the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "**US Exchange Act**") or other requirements of US law. Instead, the Scheme will be subject to disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement, which are different from the disclosure requirements of the United States under the US Exchange Act, including US proxy solicitation or tender offer rules.

The financial information included in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the document to be sent to CRT plc Shareholders which will contain the terms and conditions of such Takeover Offer) has been, or will have been, prepared in accordance with accounting standards applicable in the UK and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. Generally accepted accounting principles in the US differ in significant respects from accounting standards applicable in the UK.

Neither the US Securities and Exchange Commission, nor any US state securities commission or any securities commission of other jurisdictions, has approved or disapproved the Acquisition, passed judgement upon the fairness or the merits of the Acquisition or passed judgement upon the adequacy or accuracy of this Announcement or the Scheme Document. Any representation to the contrary may be a criminal offence in the United States.

If Bidco were to elect to implement the Acquisition by means of a Takeover Offer and determines to extend the Takeover Offer into the United States, such Takeover Offer would be made in compliance with all applicable United States laws and regulations, including to the extent applicable Section 14(e) of the US Exchange Act and Regulation 14E thereunder, and in accordance with the Takeover Code. Such a takeover would be made in the United States by Bidco and no one else. Accordingly, the Acquisition would be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

If the Acquisition is implemented by way of a Takeover Offer, and it is determined that Rule 14e-5 of the US Exchange Act applies to the Takeover Offer, then in accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of CRT plc outside of the United States, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn.

The receipt of cash pursuant to the Acquisition by a US CRT plc Shareholder as consideration for the transfer of its Scheme Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws.

Each US holder of CRT plc Shares is urged to consult his, her or its independent professional adviser immediately regarding the tax consequences of the Acquisition.

It may be difficult for US holders of CRT plc Shares to enforce their rights and claims arising out of the US federal securities laws, since CRT plc is located in a country other than the US, all of its officers and directors are residents of countries other than the US, and all of its assets are located outside of the US. US holders of CRT plc Shares may not be able to effect service of process within the United States on a non-US company or sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction and judgement.

Forward-looking statements

This Announcement and the Scheme Document (including information incorporated by reference in this Announcement and the Scheme Document), oral statements made regarding the Acquisition, and other information published by CareTrust, Bidco and CRT plc contain certain statements which are, or may be deemed to be, forward-looking statements (including, (in the case of CareTrust and Bidco only but not in the case of CRT plc) for the purposes of the US Private Securities Litigation Reform Act of 1995), beliefs or opinions, with respect to the financial condition, results of operations and business of CareTrust, Bidco and CRT plc. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts.

Forward-looking statements often use words such as "anticipate", "target", "expect", "envisage", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by CRT plc, and/or CareTrust and/or Bidco, in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this Announcement and/or the Scheme Document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given by CRT plc, CareTrust and Bidco that such expectations will prove to have been correct and CRT plc Shareholders are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. Neither CRT plc nor CareTrust nor Bidco assumes any obligation and CRT plc, CareTrust and Bidco disclaim any intention or obligation, to update or correct the information contained in this Announcement or the Scheme Document (whether as a result of new information, future events or otherwise), except as required by applicable law or regulation (including under the Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA).

EXCEPT AS EXPRESSLY PROVIDED IN THIS ANNOUNCEMENT AND/OR THE SCHEME DOCUMENT, THE FORWARD-LOOKING STATEMENTS HAVE NOT BEEN REVIEWED BY THE AUDITORS OF CRT PLC, CARETRUST OR BIDCO OR THEIR RESPECTIVE FINANCIAL ADVISERS. SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS AND UNCERTAINTIES THAT COULD SIGNIFICANTLY AFFECT EXPECTED RESULTS AND ARE BASED ON CERTAIN KEY ASSUMPTIONS. THERE ARE SEVERAL FACTORS WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED IN FORWARD-LOOKING STATEMENTS. AMONG THE FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE DESCRIBED IN THE FORWARD-LOOKING STATEMENTS IS THE SATISFACTION OF THE CONDITIONS AND THE RISKS DISCUSSED IN CARETRUST'S 10-K FILING WITH THE US SECURITIES EXCHANGE COMMISSION, WHICH CAN BE ACCESSED AT <https://www.sec.gov/ix?doc=/Archives/edgar/data/0001590717/000162828025005118/ctre-20241231.htm>, AS WELL AS ADDITIONAL FACTORS SUCH AS CHANGES IN GLOBAL, POLITICAL, ECONOMIC, BUSINESS, COMPETITIVE, MARKET AND REGULATORY FORCES, FUTURE EXCHANGE AND INTEREST RATES, FUTURE BUSINESS COMBINATIONS OR DISPOSITIONS, THE ABILITY AND WILLINGNESS OF TENANTS TO MEET AND/OR PERFORM THEIR OBLIGATIONS UNDER LEASES; THE IMPACT OF HEALTHCARE REFORM LEGISLATION; THE ABILITY OF TENANTS TO COMPLY WITH APPLICABLE LAWS, RULES AND REGULATIONS IN THE OPERATION OF THE PROPERTIES LEASED TO THEM, THE ABILITY OF CARETRUST AND ITS AFFILIATES (INCLUDING, AFTER THE ACQUISITION, CRT PLC) TO GENERATE SUFFICIENT CASH FLOWS TO SERVICE OUTSTANDING INDEBTEDNESS, CARETRUST'S AND, AFTER THE ACQUISITION, CRT PLC'S ACCESS TO DEBT AND, INDIRECTLY, EQUITY CAPITAL MARKETS, THE ABILITY TO RETAIN KEY MANAGEMENT PERSONNEL (WHETHER EXTERNAL OR INTERNAL), CHANGES IN TAX LAWS AND TAX RATES; AND OTHER RISKS INHERENT IN THE REAL ESTATE BUSINESS. SUCH FORWARD-LOOKING STATEMENTS SHOULD THEREFORE BE CONSTRUED IN THE LIGHT OF SUCH FACTORS. NEITHER CARETRUST NOR BIDCO NOR CRT PLC, NOR ANY OF THEIR RESPECTIVE ASSOCIATES OR DIRECTORS, OFFICERS OR ADVISERS, PROVIDES ANY REPRESENTATION, ASSURANCE OR GUARANTEE THAT THE OCCURRENCE OF THE EVENTS EXPRESSED OR IMPLIED IN ANY FORWARD-LOOKING STATEMENTS IN THIS ANNOUNCEMENT WILL ACTUALLY OCCUR.

No profit forecasts, estimates or quantified benefits statements

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for CRT plc for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for CRT plc.

Dealing disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure after the commencement of the offer period and, if later, after the announcement that first identifies any securities exchange offeror. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the tenth Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the tenth Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is (or as a result of any dealing becomes) interested in (directly or indirectly) 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror, and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Electronic communications

CRT plc Shareholders should be aware that addresses, electronic addresses and certain information provided by CRT plc Shareholders, persons with information rights and other relevant persons for the receipt of communications from CRT plc may be provided to CareTrust and Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Publication of this Announcement on website

A copy of this Announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions on CareTrust's website at <https://investor.caretrustreit.com/resources/Offer-for-Care-REIT> and CRT plc's website at <https://www.carereit.co.uk/investors/the-offer>.

For the avoidance of doubt, the contents of these websites and any websites accessible from hyperlinks on these websites are not incorporated into and do not form part of this Announcement.

Right to receive documents in hard copy form

Any person entitled to receive a copy of documents, announcements and information relating to the Acquisition is entitled to receive such documents in hard copy form free of charge. Any such person may also request that all future documents, announcements and information in relation to the Acquisition are sent to them in hard copy form, in each case, subject to applicable securities laws.

A hard copy of this Announcement may be requested by contacting Computershare on 0370 703 0340 (or +44 370 703 0340 if calling from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The Shareholder Helpline is open between 8.30 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note the Shareholder Helpline cannot provide advice on the merits of the Scheme nor give any financial, investment, legal or tax advice.

General

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriate authorised independent financial adviser.

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