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FOR IMMEDIATE RELEASE

7 May 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"))

**Court sanction of Scheme**

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 but not defined in this announcement (this "**Announcement**") have the meanings given to them in the scheme document published on 2 April 2025 containing the full terms and conditions of the Acquisition (the "**Scheme Document**").

Further to the announcement made by CRT plc on 29 April, confirming that (i) the Scheme was approved by the requisite majority of Scheme Shareholders at the Court Meeting, and (ii) the Resolutions were passed by the requisite majority of CRT plc Shareholders at the General Meeting, CRT plc and CareTrust are pleased to announce that the Court has today issued the Court Order sanctioning the Scheme under section 899 of the Companies Act 2006.

**Next steps and timetable**

The Scheme has become fully unconditional, subject only to the delivery of a copy of the Court Order to the Registrar of Companies, which is expected to occur on 9 May 2025 and at which point the Scheme will be Effective.

The last day of dealings in, and for the registration of transfers of, CRT plc Shares, will be 8 May 2025, and all dealings in CRT plc Shares will be suspended by 7.30 a.m. on 9 May 2025.

Save in respect of Scheme Restricted Shares (further details of which are set out in paragraph 7 *Sanctions Disqualified Shareholders* of Part 2 (*Explanatory Statement*) of the Scheme Document), on the Effective Date, share certificates in respect of CRT plc Shares will cease to be valid and entitlements to CRT plc Shares held within the CREST system will be cancelled. CRT plc Shareholders shall be required to return share certificates to CRT plc or destroy them following the Effective Date.

It is expected that, subject to the Scheme becoming Effective, the CRT plc Shares will be cancelled from listing on 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.

A further announcement will be made when the Scheme becomes Effective.

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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**

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**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.*

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

**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](http://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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