

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

FOR IMMEDIATE RELEASE

9 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"))

Scheme becomes Effective

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 and CareTrust on 7 May 2025 confirming that the Court had sanctioned the Scheme, the boards of CRT plc and CareTrust are pleased to announce that, following the delivery earlier today of a copy of the Court Order to the Registrar of Companies, the Scheme has become Effective in accordance with its terms and the entire issued and to be issued share capital of CRT plc, except for any Scheme Restricted Shares, is now owned by Bidco.

A Scheme Shareholder on the register of members of CRT plc at 6.00 p.m. on 8 May 2025 will be entitled to receive 108 pence in cash for each Scheme Share held. Settlement of the consideration to which any Scheme Shareholder is entitled pursuant to the Scheme will be effected by the despatch of cheques (or other such method approved by the Panel) (for Scheme Shareholders holding Scheme Shares in certificated form) or the crediting of CREST accounts (for Scheme Shareholders holding Scheme Shares in uncertificated form) no later than 14 days after the Effective Date as set out in the Scheme Document, such date being 23 May 2025.

Suspension and cancellation of CRT plc Shares

As previously advised, trading in CRT plc Shares on the London Stock Exchange's main market for listed securities was suspended with effect from 7.30 a.m. today and the cancellation of CRT plc Shares from listing on the Official List and trading on the London Stock Exchange's main market for listed securities is expected to take place by 7.30 a.m. on 12 May 2025.

Full details of the Acquisition are set out in the scheme document published on 2 April 2025.

Board Changes

With effect from today, the Board of Directors of CRT plc have resigned from the board and Dave Sedgwick, James Callister and Bill Wagner have been appointed to the board of CRT plc, as nominated by Bidco.

Dealing Disclosures

CRT plc is no longer in an "offer period" as defined in the Takeover Code and accordingly the dealing disclosure requirements previously notified to CRT plc Shareholders no longer apply.

General

All references to times in this announcement are to London times unless otherwise stated. If any of the dates and/or times set out above change, the revised dates and/or times will be notified to CRT plc Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on the websites of CRT plc at <https://www.carereit.co.uk/investors/the-offer/> and CareTrust at <https://investor.caretrustreit.com/resources/Offer-for-Care-REIT>, respectively.

Enquiries:

CareTrust / Bidco

Dave Sedgwick

+1 (949) 542 3134

Piper Sandler Limited (Financial Adviser to CareTrust and Bidco)

Richard Singh
Damian Thornton
Frederic Bloquel

+44 (0) 20 7796 8400

J.P. Morgan Cazenove (Financial Adviser to CareTrust and Bidco)

Ashish Agrawal
Jonty Edwards
Edward Hatter

+44 (0) 20 3493 8000

CRT plc

Simon Laffin, Independent Chair

Via H/Advisors Maitland

Jefferies International Limited (Financial Adviser & Joint Corporate Broker to CRT plc)

Tom Yeadon
Rishi Bhuchar
Paul Bundred
Andrew Morris
Thomas Bective

+44 (0) 20 7029 8000

Winterflood Securities Limited (Joint Corporate Broker to CRT plc)

Joe Winkley
Neil Langford

+44 (0) 203 100 0000

H/Advisors Maitland (Communications Adviser to CRT plc)

+44 207 379 5151

Neil Bennett
Billy Moran

+44 (0) 7900 000777
+44 (0) 755 491 2008

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

Important notices

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.

Jefferies International Limited ("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.

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.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact ms@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

SOAMZGGKRRLGKZM