NEWS RELEASE

CareTrust REIT, Inc. Announces Pricing of Public Offering of Common Stock

2026-11-11

DANA POINT, Calif.--(BUSINESS WIRE)-- CareTrust REIT, Inc. (NYSE: CTRE) (“CareTrust REIT” or the “Company”) announced the pricing of an underwritten public offering of an aggregate of 17,000,000 shares of its common stock sold on a forward basis in connection with the forward sale agreements described below, for gross proceeds of approximately $637.5 million. The underwriters may also purchase up to an additional 2,550,000 shares of the Company’s common stock within 30 days from the date of the prospectus supplement relating to the offering. The offering is expected to close on November 13, 2026 subject to customary closing conditions.

BofA Securities, Morgan Stanley, J.P. Morgan and Wells Fargo Securities acted as book-running managers for the offering.

In connection with the offering of shares of its common stock, the Company entered into separate forward sale agreements with each of Bank of America, N.A. and Morgan Stanley (or their respective affiliates), each referred to in such capacity as a forward purchaser, with respect to 17,000,000 shares of the Company’s common stock.

The underwriters have been granted a 30-day option, exercisable in whole or in part from time to time, to purchase up to an additional 2,550,000 shares of the Company’s common stock. If the option to purchase additional shares of the Company’s common stock is exercised, the Company expects to enter into one or more additional forward sale agreements with the forward purchasers in respect of the number of shares of the Company’s common stock that are subject to exercise of the option to purchase additional shares.

In connection with the forward sale agreements and any additional forward sale agreements, the forward purchasers (or their respective affiliates) are expected to borrow from third parties and to sell to the underwriters an aggregate of 17,000,000 shares of the Company’s common stock that will be sold in this offering (or an aggregate of 19,550,000

shares of common stock if the underwriters' option to purchase additional shares of common stock is exercised in full). However, a forward purchaser (or its affiliate) is not required to borrow and sell such shares if, after using commercially reasonable efforts, such forward purchaser (or its affiliate) is unable to borrow such shares, or if borrowing costs exceed a specified threshold or if certain specified conditions have not been satisfied. If a forward purchaser (or its affiliate) does not deliver and sell all of the shares of the Company's common stock to be sold by it to the underwriters, the Company will issue and sell to the underwriters a number of shares of its common stock equal to the number of shares that such forward purchaser (or its affiliate) did not deliver and sell, and the number of shares underlying the relevant forward sale agreement or such additional forward sale agreement will be decreased by the number of shares that the Company issues and sells.

Pursuant to the terms of the forward sale agreements and any additional forward sale agreements, and subject to its right to elect cash or net share settlement, the Company intends to issue and deliver, upon physical settlement of the forward sale agreements and any additional forward sale agreements, an aggregate of 17,000,000 shares of common stock (or an aggregate of up to 19,550,000 shares of common stock if the underwriters' option to purchase additional shares is exercised in full) to the forward purchasers. The Company expects to physically settle the forward sale agreements and any additional forward sale agreements within approximately one year from the date of the prospectus supplement relating to the offering.

The Company will not initially receive any proceeds from the sale of shares of its common stock by the forward purchasers (or their respective affiliates). The Company intends to contribute the net proceeds received upon the settlement of the forward sale agreements (and from the sale of any shares of its common stock that the Company may sell to the underwriters in lieu of the forward purchasers (or their respective affiliates) selling shares to the underwriters) to CTR Partnership, L.P., the Company's operating subsidiary, which will in turn use the proceeds for general corporate purposes, which may include, among other things, future acquisitions or investments, or debt repayment.

An automatic shelf registration statement (including prospectus) on Form S-3 relating to the public offering of the shares of common stock described above was previously filed with the Securities and Exchange Commission (the "SEC") and became effective on February 17, 2026. A final prospectus supplement relating to the offering will be filed with the SEC. When available, copies of the prospectus supplement and accompanying prospectus for the offering may be obtained from BofA Securities, One Bryant Park, New York, New York 10036, at 1-800-294-1322 or by emailing **dg.ecm_execution_services@bofa.com;** Morgan Stanley, 180 Varick Street, 2nd Floor, New York, New York 10014, at 1-866-718-1649 or by emailing **prospectus@morganstanley.com;** J.P. Morgan Securities LLC, Attention: c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or emailing **prospectus-eq_fi@jpmchase.com** and **postsalemanualrequests@broadridge.com;** or Wells Fargo Securities, 90 South 7th Street, 5th Floor, Minneapolis, MN 55402, at 800-645-3751 (option #5) or by emailing **WFScustomerservice@wellsfargo.com**. You may also obtain a copy of the prospectus supplement and accompanying

prospectus, without charge, by visiting the SEC's website at **http://www.sec.gov**.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any offer, solicitation or sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The offering of these securities may be made only by means of a prospectus and related prospectus supplement meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

About CareTrust REIT™

CareTrust REIT, Inc. is a self-administered, publicly-traded real estate investment trust engaged in the ownership, acquisition, development and leasing of skilled nursing, seniors housing and other healthcare-related properties. With a portfolio of long-term net-leased properties spanning the United States and United Kingdom, and a growing portfolio of quality operators leasing them, CareTrust is pursuing both external and organic growth opportunities across the US and internationally.

CareTrust REIT, Inc.
(949) 542-3130
ir@caretrustreit.com

Source: CareTrust REIT, Inc.