

# Care REIT plc (the Company) Court Meeting

## Attendance

By an order dated 31 March 2025 made in the matter of Care REIT plc (the **Company**) and in the matter of the Companies Act 2006, the Court has directed that a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 2 April 2025 (the **Scheme Document**)) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the **"Scheme"**) between the Company and the Scheme Shareholders and that such meeting shall be held at 10.00 a.m. (London time) on 29 April 2025 at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL (the **Court Meeting**) at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

Please read the **Notice of Court Meeting in Part 9 of the Scheme Document (including the notes thereto)** before completing this proxy form.

Additional Holders:

Shareholder Reference Number (SRN)

## Attendance Card

Please detach and bring this card with you if you attend the Court Meeting to show as evidence of your right to be admitted. Do not post this section with the Form of Proxy.

## Form of Proxy – Court Meeting to be held on 29 April 2025 at 10.00 a.m. (London time)



Cast your Proxy online...It's fast, easy and secure!  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 920704

SRN:

PIN:



View the Scheme Document online: <https://www.carereit.co.uk/investors/the-offer/>

Register at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) – elect for electronic communications & manage your shareholding online!

### Meeting arrangements

#### Proxy form – Explanatory Notes

1 Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting (the **Notice**) contained in Part 9 of the Scheme Document made available to members of the Company on 2 April 2025 (the **Scheme Document**). All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in the Scheme Document. Any amendments made to this document should be intimated.

2 The Court has appointed Simon Laffin or, failing him, Rosemary Boot, or, failing her, any other director of the Company to act as Chair of the Court Meeting (the **Chair**) and has directed the Chair to report the result of the Court Meeting to the Court.

#### Entitlement to attend, speak and vote

3 Subject to note 5 below, only those Scheme Shareholders registered in the register of members of the Company as at 6.30 p.m. on 25 April 2025 (London time) or, in the event that the Court Meeting is adjourned, only those Scheme Shareholders on the register of members at 6.30 p.m. (London time) on the day which is two days before the adjourned meeting (excluding any non-working days) will be entitled to attend and vote at the Court Meeting in respect of the number of Scheme Shares registered in their names at the relevant time. Changes to entries after the relevant time will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.

#### Appointment of proxies

4 It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of the opinion of Scheme Shareholders. You are therefore strongly urged to complete, sign and return your Form of Proxy or, alternatively, appoint a proxy electronically or through CREST as soon as possible.

5 A holder of Scheme Shares entitled to attend, speak and vote at the meeting is also entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting.

6 This Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words "speak" or "vote" as you consider appropriate.

7 Where two or more valid Forms of Proxy are delivered for use in respect of the same Scheme Shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking any others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.

8 In the case of a Scheme Shareholder which is a company, your Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney or other person duly authorised for the company.

#### Sending Form of Proxy by post, by hand or by email

9 Whether or not you intend to attend the Court Meeting, you are strongly encouraged to complete and return this Form of Proxy. Please indicate how you wish your vote to be cast by signing in the appropriate box. If returned without an indication as to how the proxy shall vote in relation to the Scheme, this form shall be invalid. Your proxy will vote as you indicate. In the event that you wish to appoint a person other than the Chair of the meeting as your proxy, delete the reference to the Chair and insert the name and address of the person you wish to appoint in the space provided. A proxy need not be a member of the Company.

10 To be valid, this Form of Proxy, together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof, must be received at the offices of Computershare Investor Services Plc (**Computershare**) at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY either: (i) by post or (ii) (during normal business hours only) by hand, so as to be received as soon as possible and not later than 10.00 a.m., 25 April 2025 or, as the case may be, at least 48 hours before the time appointed for the adjourned Court Meeting (excluding any part of such 48-hour period falling on a non-working day) (in each case on London time). If not lodged by this time, a copy of this BLUE Form of Proxy may also be emailed to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) at any time up to thirty minutes before the start of the Court Meeting. Please note that any Forms of Proxy sent to this email address before 10.00 a.m. on 25 April 2025 may be discounted as invalid.

11 If this Form of Proxy 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 meeting.

12 Alternatively, you can submit your proxy by accessing Computershare's online voting portal [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number, members' individual SRN and PIN numbers are printed on the form of proxy enclosed with this notice or are available from Computershare. For an electronic proxy appointment to be valid, the appointment must be received by Computershare not later than 10.00 a.m. (London time) on 25 April 2025, or, as the case may be, at least 48 hours before the time appointed for the adjourned Court Meeting (excluding any part of such 48-hour period falling on a non-working day) (in each case on London time).

#### Electronic appointment of proxies through CREST

13 Scheme Shareholders who hold their Scheme Shares in the Company through CREST (**CREST members**) and who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

14 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) not later than 10.00 a.m. (London time) on 25 April 2025 or, if the Court Meeting is adjourned, not less than 48 hours before the time fixed for the adjourned meeting (in each case, excluding any non-working

day). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

15 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

16 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the CREST Regulations.

#### Appointment of multiple proxies

17 Scheme Shareholders are entitled to appoint a proxy in respect of some or all of their Scheme Shares and may also appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. Scheme Shareholders who wish to appoint more than one proxy in respect of their holding of Scheme Shares should contact the Shareholder Helpline on 0370 703 0340 (or +44 370 703 0340 if calling from outside the UK) for further Forms of Proxy or photocopy the Forms of Proxy as required. Scheme Shareholders should indicate by marking the relevant box on the proxy card if more than one proxy is being appointed. A failure to specify the number of shares each proxy appointment relates to, or specifying a number of shares in excess of those held by the member on the date referred to in note 3 above, will result in the proxy appointments being invalid.

#### Corporate representative

18 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

#### Joint holders

19 In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Court Meeting, but if more than one such joint holder shall tender a vote, the vote of the person named first in the register of members of the Company shall be accepted to the exclusion of the other joint holder(s).

#### Voting

20 Completion and return of this Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described in note 13 above), will not prevent you from attending, speaking and voting in person at the Court Meeting, or any adjournment thereof, if you wish and are entitled to do so.

21 Voting on the resolution at this meeting will be conducted on a poll rather than a show of hands.

#### Right to ask questions

22 Any Scheme Shareholder attending the meeting has the right to ask questions. The Company has to answer any questions raised by Scheme Shareholders at the Court Meeting which relate to the business being dealt with at the Court Meeting unless: (a) to do so would interfere unduly with the preparation for the Court Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Court Meeting to answer the question.

#### Chair's right to appoint a substitute

23 To allow effective constitution of the Court Meeting, if it is apparent to the Chair that no Scheme Shareholders will be present in person or by proxy, other than the Chair or by proxy in the Chair's favour, then the Chair may appoint a substitute to act as proxy in his stead for any Scheme Shareholder, provided that such substitute proxy shall vote on the same basis as the Chair.

#### Shareholder helpline

24 If you have any questions relating to the completion and return of your Form of Proxy, please contact the Shareholder Helpline 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. (London time), 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.

#### Issued share capital and voting rights

25 As at the Latest Practicable Date, the issued share capital of the Company consisted of 414,368,169 ordinary shares of 1 pence each, all of which are credited as fully paid up carrying one vote each. As at the Latest Practicable Date, no shares were held in treasury by the Company.

#### General

26 Neither the death nor the incapacity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder; unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Computershare at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting (or adjournment thereof) or (ii) handed to a representative of Computershare on behalf of the Chairman of the Court Meeting before the start of the Court Meeting.

27 Any alterations made in this Form of Proxy should be initialed by the person who signs it.

28 Sanctions Disqualified Shareholders (as defined in the Scheme Document) are not entitled to attend and vote at the Court Meeting. Any purported proxy appointment by a Sanctions Disqualified Shareholder will be treated as invalid.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services Plc accept no liability for any instruction that does not comply with these conditions.

Any changes to the arrangements for the Court Meeting will be communicated to shareholders before the meeting through the Company's website at <https://www.carereit.co.uk/investors/the-offer> and, where appropriate, through a Regulatory Information Service.

### All Named Holders

Signature of person attending

## Care REIT plc (the Company) Form of Proxy



I/We, the undersigned, being a registered shareholder/registered shareholders of the Company and entitled to speak and vote at the Court Meeting, hereby appoint the Chair of the Court Meeting (the **Chair**),

or

(Please complete name of proxy in block capitals if not appointing the Chair of the Court Meeting (see note 9))

as my/our proxy to exercise all or any of my/our rights to attend or speak at the Court Meeting and submit written questions and/or any objections and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the Court Meeting of the Company to be held on 29 April 2025 and at any adjournment or postponement of it. I/We wish my/our proxy to vote as indicated on this form.

Please tick here to indicate that this proxy appointment is one of multiple appointments being made. On the appointment of more than one proxy, please refer to explanatory note 17. ☐

(Number of shares held)

(Number of shares in respect of appointment (see note 17))

Please sign ONE of the boxes below.

**IMPORTANT: if you wish to vote FOR the Scheme, sign your name in the box marked "FOR the Scheme", or if you wish to vote AGAINST the Scheme, sign your name in the box marked "AGAINST the Scheme". Insert your signature once only. If you sign in both boxes, or if you do not sign in either box, then this proxy form will be invalid.**

Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.**

**FOR the Scheme**

Signature

**AGAINST the Scheme**

Signature

This card should not be used for comments, change of address or queries. Please send a separate letter.

**Date**

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

**Company name**

**Official capacity**

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

