
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-36181

CareTrust REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

46-3999490

(I.R.S. Employer Identification No.)

905 Calle Amanecer, Suite 300, San Clemente, CA 92673

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code (949) 542-3130

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	CTRE	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act.) Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$1.8 billion.

As of February 8, 2023, there were 99,511,924 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the registrant's 2023 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the end of fiscal year 2022, are incorporated by reference into Part III of this Report.

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STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those forward-looking statements include all statements that are not historical statements of fact and those regarding our intent, belief or expectations, including, but not limited to, statements regarding: future financing plans, business strategies, growth prospects and operating and financial performance; expectations regarding the making of distributions and the payment of dividends; and compliance with and changes in governmental regulations.

Words such as “anticipate(s),” “expect(s),” “intend(s),” “plan(s),” “believe(s),” “may,” “will,” “would,” “could,” “should,” “seek(s)” and similar expressions, or the negative of these terms, are intended to identify such forward-looking statements. These statements are based on management’s current expectations and beliefs and are subject to a number of risks and uncertainties that could lead to actual results differing materially from those projected, forecasted or expected. Although we believe that the assumptions underlying the forward-looking statements are reasonable, we can give no assurance that our expectations will be attained. Factors which could have a material adverse effect on our operations and future prospects or which could cause actual results to differ materially from our expectations include, but are not limited to: (i) the impact of possible additional surges of COVID-19 infections or the risk of other pandemics, epidemics or infectious disease outbreaks, measures taken to prevent the spread of such outbreaks and the related impact on our business or the businesses of our tenants; (ii) the ability and willingness of our tenants to meet and/or perform their obligations under the triple-net leases we have entered into with them, including without limitation, their respective obligations to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities; (iii) the risk that we may have to incur additional impairment charges related to our assets held for sale if we are unable to sell such assets at the prices we expect; (iv) the ability of our tenants to comply with applicable laws, rules and regulations in the operation of the properties we lease to them; (v) the ability and willingness of our tenants to renew their leases with us upon their expiration, and the ability to reposition our properties on the same or better terms in the event of nonrenewal or in the event we replace an existing tenant, as well as any obligations, including indemnification obligations, we may incur in connection with the replacement of an existing tenant; (vi) the availability of and the ability to identify (a) tenants who meet our credit and operating standards, and (b) suitable acquisition opportunities and the ability to acquire and lease the respective properties to such tenants on favorable terms; (vii) the ability to generate sufficient cash flows to service our outstanding indebtedness; (viii) access to debt and equity capital markets; (ix) fluctuating interest rates and inflation; (x) the ability to retain our key management personnel; (xi) the ability to maintain our status as a real estate investment trust (“REIT”); (xii) changes in the U.S. tax law and other state, federal or local laws, whether or not specific to REITs; (xiii) other risks inherent in the real estate business, including potential liability relating to environmental matters and illiquidity of real estate investments; and (xiv) any additional factors included in this report, including in the section entitled “Risk Factors” in Item 1A of this Annual Report, as such risk factors may be amended, supplemented or superseded from time to time by other reports we file with the Securities and Exchange Commission (the “SEC”), including subsequent Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

Forward-looking statements speak only as of the date of this report. Except in the normal course of our public disclosure obligations, we expressly disclaim any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in our expectations or any change in events, conditions or circumstances on which any statement is based.

TENANT INFORMATION

This Annual Report on Form 10-K includes information regarding certain of our tenants that lease properties from us, some of which are not subject to SEC reporting requirements. The Ensign Group, Inc. (“Ensign”) and The Pennant Group, Inc. (“Pennant”) are subject to the reporting requirements of the SEC and are required to file with the SEC annual reports containing audited financial information and quarterly reports containing unaudited financial information. You are encouraged to review Ensign and Pennant’s publicly available filings, which can be found at the SEC’s website at www.sec.gov.

The information related to our tenants contained or referred to in this Annual Report on Form 10-K was provided to us by such tenants or derived from SEC filings or other publicly available information. We have not verified this information through an independent investigation or otherwise. We have no reason to believe that this information is inaccurate in any material respect, but we cannot provide any assurance of its accuracy. We are providing this data for informational purposes only.

PART I

All references in this report to “CareTrust REIT,” the “Company,” “we,” “us” or “our” mean CareTrust REIT, Inc. together with its consolidated subsidiaries. Unless the context suggests otherwise, references to “CareTrust REIT, Inc.” mean the parent company without its subsidiaries.

ITEM 1. Business

Our Company

CareTrust REIT is a self-administered, publicly-traded REIT engaged in the ownership, acquisition, financing, development and leasing of skilled nursing, seniors housing and other healthcare-related properties. As of December 31, 2022, CareTrust REIT’s real estate portfolio consisted of 216 skilled nursing facilities (“SNFs”), multi-service campuses, assisted living facilities (“ALFs”) and independent living facilities (“ILFs”) consisting of 22,831 operational beds and units located in 28 states with the highest concentration of properties by rental income located in California, Texas, Louisiana, Idaho and Arizona. As of December 31, 2022, we also had other real estate related investments consisting of three real estate secured loans receivable and two mezzanine loans receivable with a carrying value of \$156.4 million.

The following table summarizes the Company’s acquisitions from January 1, 2022 through February 9, 2023 (dollars in thousands):

Type of Property	Purchase Price ⁽¹⁾	Initial Annual Cash Rent	Number of Properties	Number of Beds/Units ⁽²⁾
Skilled nursing	\$ 8,918	\$ 815	1	135
Multi-service campuses	13,003	1,235	1	130
Total	\$ 21,921	\$ 2,050	2	265

(1) Purchase price includes capitalized acquisition costs.

(2) The number of beds/units includes operating beds at the acquisition date.

The following table summarizes other real estate related investments by the Company from January 1, 2022 through February 9, 2023 (dollars in thousands):

Investment Type	Investment	Annual Initial Interest Income ⁽¹⁾	Number of Properties	Number of Beds/Units ⁽²⁾
Senior mortgage secured loan receivable \$	75,000	\$ 6,281	18	1,796
Mezzanine loan receivable	25,000	2,750	N/A	N/A
Mortgage secured loan receivable	22,250	1,891	5	600
Mortgage secured loan receivable	24,900	2,241	4	690
Total	\$ 147,150	\$ 13,163	27	3,086

(1) Represents annualized acquisition-date interest income on any mortgage secured loans receivable and mezzanine loans, less subservicing fees, if applicable. For floating rate loans, interest income has been calculated using the benchmark rate floor.

(2) The number of beds/units includes operating beds at the investment date.

From January 1, 2022 through December 31, 2022, we sold seven SNFs, five ALFs, one multi-service campus and one land parcel, resulting in a net loss on sale of property of \$3.8 million. Subsequent to December 31, 2022, we sold one ALF.

We generate revenues primarily by leasing healthcare-related properties to healthcare operators in triple-net lease arrangements, under which the tenant is solely responsible for the costs related to the property (including property taxes, insurance, maintenance and repair costs and capital expenditures, subject to certain exceptions in the case of properties leased to Ensign and Pennant). From time to time, we also extend secured mortgage loans to healthcare operators, secured by healthcare-related properties, and secured mezzanine loans to healthcare operators, secured by membership interests in healthcare-related properties. We conduct and manage our business as one operating segment for internal reporting and internal decision making purposes. We expect to grow our portfolio by pursuing opportunities to acquire additional properties that will be leased to a diverse group of local, regional and national healthcare providers, which may include new or existing skilled nursing operators, as well as seniors housing operators and related businesses. We also anticipate diversifying our portfolio over time, including by acquiring properties in different geographic markets, and in different asset classes. In addition, we actively monitor the clinical, regulatory and financial operating results of our tenants, and work to identify opportunities within their operations and

markets that could improve their operating results at our facilities. We communicate such observations to our tenants; however, we have no contractual obligation to do so. Moreover, our tenants have sole discretion with respect to the day-to-day operation of the facilities they lease from us, and how and whether to implement any observation we may share with them. We also actively monitor the overall occupancy, skilled mix, and other operating metrics of our tenants on at least a monthly basis including, beginning in the quarter ended June 30, 2020, any stimulus funds received by each tenant. We have replaced tenants in the past, and may elect to replace tenants in the future, if they fail to meet the terms and conditions of their leases with us. In addition, we have, and may from time to time in the future, repurpose facilities for other uses, such as behavioral health. The replacement tenants may include tenants with whom we have had no prior landlord-tenant relationship as well as current tenants with whom we are comfortable expanding our relationships. We have also provided select tenants with strategic capital for facility upkeep and modernization, as well as short-term working capital loans when they are awaiting licensure and certification or conducting turnaround work in one or more of our properties, and we may continue to do so in the future. In addition, we periodically reassess the investments we have made and the tenant relationships we have entered into, and have selectively disposed of facilities or investments, or terminated such relationships, and we expect to continue making such reassessments and, where appropriate, taking such actions.

We elected to be taxed as a REIT for U.S. federal income tax purposes beginning with our taxable year ended December 31, 2014. We believe that we have been organized and have operated, and we intend to continue to operate, in a manner to qualify for taxation as a REIT. We operate through an umbrella partnership, commonly referred to as an UPREIT structure, in which substantially all of our properties and assets are held through CTR Partnership, L.P. (the "Operating Partnership"). The Operating Partnership is managed by CareTrust REIT's wholly owned subsidiary, CareTrust GP, LLC, which is the sole general partner of the Operating Partnership. To maintain REIT status, we must meet a number of organizational and operational requirements, including a requirement that we annually distribute to our stockholders at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains.

Our Industry

The skilled nursing industry has evolved to meet the growing demand for post-acute and custodial healthcare services generated by an aging population, increasing life expectancies and the trend toward shifting of patient care to lower cost settings. We believe this evolution has led to a number of favorable improvements in the industry, as described below:

- **Shift of Patient Care to Lower Cost Alternatives.** The growth of the senior population in the United States continues to increase healthcare costs. In response, federal and state governments have adopted cost-containment measures that encourage the treatment of patients in more cost-effective settings such as SNFs, for which the staffing requirements and associated costs are often significantly lower than acute care hospitals, inpatient rehabilitation facilities and other post-acute care settings. As a result, SNFs are generally serving a larger population of higher-acuity patients than in the past. The same trend is impacting ALFs, which are now generally serving some patients who previously would have received services at SNFs.
- **Significant Acquisition and Consolidation Opportunities.** The skilled nursing industry is large and highly fragmented, characterized predominantly by numerous local and regional providers. We believe this fragmentation provides significant acquisition and consolidation opportunities for us.
- **Widening Supply and Demand Imbalance.** The number of SNFs has declined modestly over the past several years. According to the American Health Care Association, the nursing home industry was comprised of approximately 15,200 facilities as of July 2022, as compared with over 15,600 facilities as of July 2016. We expect that the supply/demand imbalance in the skilled nursing industry will increasingly favor skilled nursing and assisted living providers due to the shift of patient care to lower cost settings and an aging population.
- **Increased Demand Driven by Aging Populations.** As seniors account for a higher percentage of the total U.S. population, we believe the overall demand for skilled nursing services will increase. At present, the primary market demographic for skilled nursing services is individuals age 75 and older. The 2020 U.S. Census reported that there were over 56 million people in the United States in 2020 over the age of 65. The U.S. Census estimates this group to be one of the fastest growing segments of the United States population, projecting that it will almost double between 2020 and 2060. According to the Centers for Medicare & Medicaid Services, nursing home care facilities and continuing care retirement expenditures are projected to grow from approximately \$196.8 billion in 2020, which includes federal expenditures in response to the COVID-19 pandemic, to approximately \$273 billion in 2030. Although skilled nursing and seniors housing occupancy rates have declined during the COVID-19 pandemic, we believe that these trends in population will support an increasing demand for skilled nursing services in the long-term, which in turn will likely support an increasing demand for the services provided within our properties.

Portfolio Summary

We have a geographically diverse portfolio of properties, consisting of the following types as of December 31, 2022:

- **Skilled Nursing Facilities.** SNFs are licensed healthcare facilities that provide restorative, rehabilitative and nursing care for people not requiring the more extensive and sophisticated treatment available at acute care hospitals. Treatment programs include physical, occupational, speech, respiratory and other therapies, including sub-acute clinical protocols such as wound care and intravenous drug treatment. Charges for these services are generally paid from a combination of government reimbursement and private sources. As of December 31, 2022, our portfolio included 178 SNFs, 24 of which are located on campuses that also have ALFs or ILFs, which we refer to as multi-service campuses (see below under “Multi-Service Campuses”).
- **Assisted Living Facilities.** ALFs are licensed healthcare facilities that provide personal care services, support and housing for those who need help with activities of daily living, such as bathing, eating and dressing, yet require limited medical care. The programs and services may include transportation, social activities, exercise and fitness programs, beauty or barber shop access, hobby and craft activities, community excursions, meals in a dining room setting and other activities sought by residents. These facilities are often apartment-like buildings with private residences ranging from single rooms to large apartments. Certain ALFs may offer higher levels of personal assistance for residents requiring memory care as a result of Alzheimer’s disease or other forms of dementia. The level of personal assistance that may be provided at ALFs is based in part on state regulations. Since states often apply differing license classifications, and standards, regulatory requirements may differ significantly between states. As of December 31, 2022, our portfolio included 36 ALFs, some of which also contain independent living and memory care units. Included in the 36 ALFs are five ALFs classified as held for sale as of December 31, 2022, two facilities which are in the process of being repurposed and two facilities which are non-operational.
- **Independent Living Facilities.** ILFs, also known as retirement communities or senior apartments, are not healthcare facilities and are not licensed to provide healthcare services to residents. The facilities typically consist of entirely self-contained apartments, complete with their own kitchens, baths and individual living spaces, as well as parking for tenant vehicles. They are most often rented unfurnished, and generally can be personalized by the tenants, and are typically occupied by an individual or a couple over the age of 55. These facilities offer various services and amenities such as laundry, housekeeping, dining options/meal plans, exercise and wellness programs, transportation, social, cultural and recreational activities, on site security and emergency response programs. As of December 31, 2022, our portfolio included 2 ILFs.
- **Multi-Service Campuses.** Multi-service campuses generally include some combination of co-located SNFs, ALFs, ILFs, and/or memory care units all housed at a single location and operated as a continuum of care. We also refer to continuing care retirement communities as multi-service campuses. These facilities are often marketed as an opportunity for residents to “age in place,” and tend to attract couples where the individuals may require or benefit from differing levels of care. As of December 31, 2022, our portfolio included 24 facilities that we classify as multi-service campuses.

Our portfolio of SNFs, ALFs, ILFs and multi-service campuses is broadly diversified by geographic location throughout the United States, with concentrations in California, Texas, Louisiana, Idaho and Arizona based on rental income.

Significant Master Leases

As of December 31, 2022, we leased 94 facilities to subsidiaries of Ensign, which have a total of 10,399 operational beds. We have leased a significant number of our properties to subsidiaries of Ensign on a triple-net basis under eight long-term leases, each with its own pool of properties, that have varying maturities and diversity in both property type and geography (each an “Ensign Master Lease” and collectively, the “Ensign Master Leases”). The Ensign Master Leases provide for initial terms in excess of ten years with staggered expiration dates and no purchase options. At Ensign’s option, each Ensign Master Lease may be extended for up to three five-year renewal terms beyond the initial term and, if elected, the renewal will be effective for all of the leased property then subject to the applicable Ensign Master Lease. During the year ended December 31, 2020, the Company acquired four additional facilities leased to subsidiaries of Ensign on a triple-net basis under two separate master lease agreements, each of which contains a purchase option. As of December 31, 2022, annualized contractual rental income from the Ensign Master Leases was \$62.3 million, and annualized contractual rental income from all Ensign leases was \$66.2 million, representing 33% and 35% of total annualized contractual rental income, respectively. Rent is escalated annually in June under the Ensign Master Leases, and in December for the four additional facilities leased to Ensign, by an amount equal to the product of (1) the lesser of the percentage change in the Consumer Price Index (“CPI”) (but not less than zero) or 2.5%, and (2) the prior year’s rent. The Ensign Master Leases are guaranteed by Ensign and contain cross-default provisions. The obligations under the lease agreements for the four additional facilities are guaranteed by Ensign but do not contain cross-default provisions with the Ensign Master Leases.

As of December 31, 2022, 15 of our properties were leased to subsidiaries of Priority Management Group (“PMG”) on a triple-net basis under one long-term lease (the “PMG Master Lease”), and have a total of 2,144 operational beds. The PMG Master Lease commenced on December 1, 2016, and provides for an initial term of fifteen years, with two five-year renewal options. As of December 31, 2022, annualized contractual rental income from the PMG Master Lease was \$30.2 million, representing 16% of total annualized contractual rental income.

See “Risk Factors - Risks Related to Our Business - We are dependent on the healthcare operators that lease our properties to successfully operate their business and make contractual lease payments, and an event that materially and adversely affects their business, financial position or results of operations could materially and adversely affect our business, financial position or results of operations.”

We monitor the creditworthiness of our tenants by evaluating the ability of the tenants to meet their lease obligations to us based on the tenants’ financial performance, including the evaluation of any guarantees of tenant lease obligations. The primary basis for our evaluation of the credit quality of our tenants (and more specifically the tenants’ ability to pay their rent obligations to us) is the tenants’ lease coverage ratios. These coverage ratios compare (i) earnings before interest, income taxes, depreciation, amortization and rent (“EBITDAR”) to rent coverage, and (ii) earnings before interest, income taxes, depreciation, amortization, rent and management fees (“EBITDARM”) to rent coverage. We utilize a standardized 5% management fee when we calculate lease coverage ratios. We obtain various financial and operational information from our tenants each month. We regularly review this information to calculate the above-described coverage metrics, to identify operational trends, to assess the operational and financial impact of the changes in the broader industry environment (including the potential impact of government reimbursement and regulatory changes), and to evaluate the management and performance of the tenants’ operations. These metrics help us identify potential areas of concern relative to our tenants’ credit quality and ultimately the tenants’ ability to generate sufficient liquidity to meet their ongoing obligations, including their obligations to continue paying contractual rents due to us and satisfying other financial obligations to third parties, as prescribed by our triple-net leases.

Properties by Type:

The following table displays the geographic distribution of our facilities and the related number of beds and units available for occupancy by property type, as of December 31, 2022. The number of beds or units that are operational may be less than the official licensed capacity.

State	Total		SNFs		Multi-Service Campuses		ALFs and ILFs	
	Properties	Beds/Units	Facilities	Beds	Campuses	Beds/Units	Facilities	Beds/Units
TX	44	5,627	38	4,849	3	536	3	242
CA	40	4,844	27	3,048	8	1,359	5	437
ID	17	1,474	16	1,405	1	69	—	—
IA	15	970	13	801	2	169	—	—
UT	13	1,374	9	913	1	272	3	189
AZ	11	1,340	8	971	—	—	3	369
WA	10	936	9	839	—	—	1	97
IL	9	916	7	642	2	274	—	—
LA	8	1,164	7	949	1	215	—	—
CO	7	779	5	511	—	—	2	268
OH	6	612	3	256	3	356	—	—
NE	5	366	3	220	2	146	—	—
FL	4	420	—	—	—	—	4	420
MI	4	189	—	—	—	—	4	189
NV	3	304	1	92	—	—	2	212
MT	3	259	3	259	—	—	—	—
WI	3	206	—	—	—	—	3	206
MN	2	62	—	—	—	—	2	62
NC	2	104	—	—	—	—	2	104
NJ	2	98	—	—	—	—	2	98
IN	1	162	—	—	—	—	1	162
MD	1	120	—	—	—	—	1	120
NM	1	116	1	116	—	—	—	—
GA	1	105	1	105	—	—	—	—
ND	1	83	1	83	—	—	—	—
SD	1	81	1	81	—	—	—	—
WV	1	67	—	—	1	67	—	—
OR	1	53	1	53	—	—	—	—
Total	216	22,831	154	16,193	24	3,463	38	3,175

Occupancy by Property Type:

The following table displays occupancy by property type for each of the years ended December 31, 2022 and 2021. Percentage occupancy in the below table is computed by dividing the average daily number of beds occupied by the total number of beds available for use during the periods indicated (beds are included in the computation following the date of acquisition, or through the date of disposition, only).

Property Type	Year Ended December 31,	
	2022 ⁽¹⁾	2021 ⁽²⁾
Facilities Leased to Tenants: ⁽³⁾		
SNFs	73 %	69 %
Multi-Service Campuses	71 %	66 %
ALFs and ILFs	74 %	73 %

(1) Occupancy data excludes two facilities which are in the process of being repurposed and two non-operational ALFs while we identify an operator.

(2) Occupancy data excludes two non-operational ALFs while we identify an operator.

(3) Occupancy data derived solely from information provided by our tenants without independent verification by us. The leased facility financial performance data is presented one quarter in arrears.

Property Type - Rental Income:

The following tables display the annual rental income for each property type leased to third-party tenants for the years ended December 31, 2022 and 2021 and total beds/units for each property type as of December 31, 2022 and 2021.

Property Type	For the Year Ended December 31, 2022		As of December 31, 2022
	Rental Income (in thousands)	Percent of Total	Total Beds/ Units
SNFs	\$ 135,701	72 %	16,193
Multi-Service Campuses	33,149	18 %	3,463
ALFs and ILFs	18,656	10 %	3,175
Total	\$ 187,506	100 %	22,831

Property Type	For the Year Ended December 31, 2021		As of December 31, 2021
	Rental Income (in thousands)	Percent of Total	Total Beds/ Units
SNFs	\$ 133,380	70 %	16,614
Multi-Service Campuses	30,440	16 %	3,545
ALFs and ILFs	26,375	14 %	3,491
Total	\$ 190,195	100 %	23,650

Geographic Concentration - Rental Income:

The following table displays the geographic distribution of annual rental income for properties leased to third-party tenants for the years ended December 31, 2022 and 2021 (dollars in thousands).

State	For the Year Ended December 31, 2022		For the Year Ended December 31, 2021	
	Rental Income	Percent of Total	Rental Income	Percent of Total
CA	\$ 51,553	27 %	\$ 47,304	25 %
TX	41,021	22 %	38,127	20 %
LA	17,092	9 %	16,322	9 %
ID	14,446	8 %	13,917	7 %
AZ	12,968	7 %	12,652	7 %
UT	7,612	4 %	7,453	4 %
IL	6,074	3 %	4,893	3 %
CO	5,796	3 %	5,642	3 %
IA	5,318	3 %	5,322	3 %
WA	4,793	3 %	4,936	3 %
OH	4,128	2 %	9,071	5 %
MI	3,003	2 %	3,081	2 %
MT	2,188	1 %	2,128	1 %
NV	2,177	1 %	2,123	1 %
NC	1,172	1 %	1,135	1 %
MN	1,064	1 %	1,038	1 %
NE	995	1 %	970	*
GA	944	1 %	949	*
SD	944	1 %	917	*
NM	937	*	1,023	*
WV	751	*	727	*
VA	539	*	3,449	2 %
WI	520	*	3,045	2 %
ND	461	*	448	*
OR	411	*	399	*
MD	247	*	588	*
FL	222	*	1,681	1 %
IN	130	*	855	*
Total	\$ 187,506	100 %	\$ 190,195	100 %

- Represents less than 1%

Investment and Financing Policies

Our investment objectives are to increase cash flow, provide quarterly cash dividends, maximize the value of our properties and acquire properties with cash flow growth potential. We intend to invest primarily in SNFs and seniors housing, including ALFs and ILFs. We are expanding our investments into behavioral health facilities and we may determine in the future to expand our investments to include medical office buildings, long-term acute care hospitals and inpatient rehabilitation facilities. Our properties are located in 28 states and we intend to continue to acquire properties in other states throughout the United States. Although our portfolio currently consists primarily of owned real property, future investments may include first mortgages, mezzanine debt and other securities issued by, or joint ventures with, REITs or other entities that own real estate consistent with our investment objectives.

Our Competitive Strengths

We believe that our ability to acquire, integrate and improve facilities is a direct result of the following key competitive strengths:

Geographically Diverse Property Portfolio. Our properties are located in 28 different states, with concentrations in California, Texas, Louisiana, Idaho and Arizona based on rental income. The properties in any one state do not account for more than 27% of our total rental income as of December 31, 2022. We believe this geographic diversification will limit the effect of changes in any one market on our overall performance.

Long-Term, Triple-Net Lease Structure. All of our properties, except two properties under a short-term lease, are leased to our tenants under long-term, triple-net leases, pursuant to which the operators are responsible for all facility maintenance and repair, insurance required in connection with the leased properties and the business conducted on the leased properties, taxes levied on or with respect to the leased properties and all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

Financially Secure Primary Tenant. Ensign is an established provider of healthcare services with strong financial performance and accounted for 35% of our 2022 rental income, exclusive of operating expense reimbursements. Ensign is subject to the reporting requirements of the SEC and is required to file with the SEC annual reports containing audited financial information and quarterly reports containing unaudited financial information. Ensign's publicly available filings can be found at the SEC's website at www.sec.gov.

Ability to Identify Talented Operators. As a result of our management team's operating experience and network of relationships and insight, we believe that we are able to identify and pursue working relationships with qualified local, regional and national healthcare providers and seniors housing operators. We expect to continue our disciplined focus on pursuing investment opportunities, primarily with respect to stabilized assets but also some strategic investment in new and/or improving properties, while seeking dedicated and engaged operators who possess local market knowledge, have solid operating records and emphasize quality services and outcomes. We intend to support these operators by providing strategic capital for facility acquisition, upkeep and modernization. Our management team's experience gives us a key competitive advantage in objectively evaluating an operator's financial position, care and service programs, operating efficiencies and likely business prospects.

Experienced Management Team. David M. Sedgwick was appointed as our Chief Executive Officer effective January 1, 2022. At the time of his appointment, Mr. Sedgwick was serving as our President, a role he had filled since February 2021, and he continues to hold that title. He previously served as our Chief Operating Officer from August 2018 through 2021, and as our Vice President-Operations from CareTrust's launch as an independent public company in 2014 to 2018. Mr. Sedgwick has more than 20 years of experience in the skilled nursing and seniors housing industry. Mr. Sedgwick's President, Chief Operating Officer and Vice President duties regularly involved him in matters related to new investments, asset management, tenant relations, portfolio management, portfolio optimization, investor relations and capital markets activities for the Company. Prior to joining CareTrust, Mr. Sedgwick served as the Chief Human Capital Officer and President of Facility Services at Ensign. Mr. Sedgwick has been a licensed nursing home administrator since 2001.

Our Chief Financial Officer, William M. Wagner, has more than 25 years of accounting and finance experience, primarily in real estate, including more than 15 years of experience working extensively for REITs. Most notably, he worked for both Nationwide Health Properties, Inc., a healthcare REIT, and Sunstone Hotel Investors, Inc., a lodging REIT, serving as Senior Vice President and Chief Accounting Officer of each company prior to joining us as our Chief Financial Officer.

James B. Callister was appointed as our Executive Vice President effective July 2022 and Chief Investment Officer effective December 31, 2022, succeeding Mark D. Lamb in that role. Mr. Callister continues to serve as Secretary, and previously served as General Counsel from February 2021 to July 2022. Prior to joining the Company, Mr. Callister worked as a real estate attorney and a partner at the law firm of Sherry Meyerhoff Hanson & Crance LLP and, before that, at the law firm of O'Melveny & Myers LLP. Since 2008, he has worked almost exclusively on healthcare REIT transactions, closing on acquisitions or financings of over 300 skilled nursing, seniors housing, and independent living facilities. Mr. Callister has assisted in the structure, negotiating and closing of all of our acquisitions since our formation as a REIT. As an attorney, Mr. Callister worked for nearly 20 years in private practice representing and advising clients in a diverse array of real estate transactions. Mr. Callister's transactions-based legal experience has focused on the representation of publicly-traded REITs in the acquisition, disposition, leasing, and financing of healthcare-related properties. Mr. Callister holds a B.A. in History from Brigham Young University and a J.D. from the J. Reuben Clark Law School at Brigham Young University, where he graduated magna cum laude.

Flexible UPREIT Structure. We operate through an umbrella partnership, commonly referred to as an UPREIT structure, in which substantially all of our properties and assets are held through the Operating Partnership. Conducting business through the Operating Partnership allows us flexibility in the manner in which we structure the acquisition of properties. In particular, an UPREIT structure enables us to acquire additional properties from sellers in exchange for limited

partnership units, which provides property owners the opportunity to defer the tax consequences that would otherwise arise from a sale of their real properties and other assets to us. As a result, this structure allows us to acquire assets in a more efficient manner and may allow us to acquire assets that the owner would otherwise be unwilling to sell because of tax considerations.

Business Strategies

Our primary goal is to create long-term stockholder value through the payment of consistent cash dividends and the growth of our asset base. To achieve this goal, we intend to pursue a business strategy focused on opportunistic acquisitions and property diversification. We also intend to further develop our relationships with tenants and healthcare providers with a goal to progressively expand the mixture of tenants managing and operating our properties.

The key components of our business strategies include:

Diversify Asset Portfolio. We diversify through the acquisition of new and existing facilities from third parties and the expansion and upgrade of current facilities and strategically investing in new developments with options to acquire the developments at stabilization. We employ what we believe to be a disciplined, opportunistic acquisition strategy with a focus on the acquisition of SNFs, ALFs and ILFs. We plan to expand our investments into behavioral health facilities and we may determine in the future to expand our investments to include medical office buildings, long-term acute care hospitals and inpatient rehabilitation facilities. As we acquire, or invest in, additional properties, we expect to further diversify by geography, asset class and tenant within the healthcare and healthcare-related sectors.

Maintain Balance Sheet Strength and Liquidity. We maintain a capital structure that provides the resources and flexibility to support the growth of our business. We intend to maintain a mix of credit facility debt, unsecured debt and possibly secured mortgage debt, which, together with our anticipated ability to complete future equity financings, including issuances of our common stock via registered public offerings or under an at-the-market equity program, we expect will fund the growth of our property portfolio.

Develop New Tenant Relationships. We cultivate new relationships with tenants and healthcare providers in order to expand the mix of tenants operating our properties. We expect that this objective will be achieved over time as part of our overall strategy to acquire new properties and further diversify our portfolio of healthcare properties.

Provide Capital to Underserved Operators. We believe there is a significant opportunity to be a capital source to healthcare operators, through the acquisition and leasing of healthcare properties to them that are consistent with our investment and financing strategy at appropriate risk-adjusted rates of return, which, due to size and other considerations, are not a focus for larger healthcare REITs. We pursue acquisitions and strategic opportunities that meet our investing and financing strategy and that are attractively priced, including funding development of properties through preferred equity or construction loans and thereafter entering into sale and leaseback arrangements with such developers as well as other secured term financing and mezzanine lending. We utilize our management team's operating experience, network of relationships and industry insight to identify both large and small quality operators in need of capital funding for future growth. In appropriate circumstances, we may negotiate with operators to acquire individual healthcare properties from those operators and then lease those properties back to the operators pursuant to long-term triple-net leases.

Fund Strategic Capital Improvements. We support operators by providing capital to them for a variety of purposes, including capital expenditures and facility modernization. We expect to structure these investments as either lease amendments that produce additional rents or as loans that are repaid by operators during the applicable lease term.

Pursue Strategic Development Opportunities. We work with operators and developers to identify strategic development opportunities. These opportunities may involve replacing or renovating facilities that may have become less competitive. We also identify new development opportunities that present attractive risk-adjusted returns. We may provide funding to the developer of a property in conjunction with entering into a sale leaseback transaction or an option to enter into a sale leaseback transaction for the property.

Competition

We compete for real property investments with other REITs, investment companies, private equity and hedge fund investors, sovereign funds, pension funds, healthcare operators, lenders and other institutional investors. Some of these competitors are significantly larger and have greater financial resources and lower costs of capital than us. Increased competition will make it more challenging to identify and successfully capitalize on acquisition opportunities that meet our investment objectives. Our ability to compete is also impacted by national and local economic trends, availability of investment alternatives, availability and cost of capital, construction and renovation costs, existing laws and regulations, new legislation and population trends.

In addition, revenues from our properties are dependent on the ability of our tenants and operators to compete with other healthcare operators. Healthcare operators compete on a local and regional basis for residents and patients and their ability to

successfully attract and retain residents and patients depends on key factors such as the number of facilities in the local market, the types of services available, the quality of care, reputation, age and appearance of each facility and the cost of care in each locality. Private, federal and state payment programs and the effect of other laws and regulations may also have a significant impact on the ability of our tenants and operators to compete successfully for residents and patients at the properties.

Sustainability and Corporate Social Responsibility

As a healthcare-focused REIT, our assets are an integral part of the overall healthcare continuum in the communities that our tenants serve. We believe that environmental sustainability is an important part of our commitment to helping people live and age well in those communities. We are working to implement sustainable practices in our corporate offices and to provide tenant education, support and incentives to make sustainable improvements at our net-leased properties.

In 2022, we published our second annual Corporate Responsibility Report (our “ESG Report”) as part of our ongoing commitment to provide regular reporting on our environmental, social and governance (“ESG”) priorities. Our ESG Report outlines our high priority ESG initiatives and goals for our company and our property portfolio. In our 2022 ESG Report, we included a Global Reporting Initiative (“GRI”) Index in reference to the GRI Standards to further align with applicable global standards for sustainability reporting.

During 2020, with the assistance of Conservice ESG, our ESG consultant, we designed a monitoring plan to collect key environmental data from a pilot group of 50 of our net-leased properties. The plan’s objective was to begin benchmarking energy and water usage and the impact of our facilities on greenhouse gas emissions and climate change. During 2021, we implemented the plan’s monitoring systems and began collecting data for this pilot group of 50 properties, increasing to almost 100 properties by the end of 2022. We expect the data to help us identify the most promising opportunities for improvement in our portfolio, set informed ESG goals and measure progress over time. In addition, as a landlord and capital supplier to a key segment of the healthcare industry, we will seek further opportunities to encourage and incentivize fair and healthy work environments for healthcare workers and suitable living conditions for patients and residents, and to promote diversity, inclusion and the ethical treatment of employees, residents, patients and others wherever our activities and influence can be felt.

Also in 2020, we published our Tenant Code of Conduct & Corporate Responsibility (our “Tenant ESG Program”). The Tenant ESG Program provides our eligible triple-net tenants with monetary inducements to make sustainable improvements to our properties. Incentive options include a wide variety of opportunities for tenants to upgrade everything from energy and environmental systems to water-saving landscaping and more. Our board of directors has authorized annual allocations of up to \$500,000 to fund the Tenant ESG Program. As disclosed in our 2022 ESG Report, we tracked \$260,000 in environmental improvements at our properties from August 2021 to October 2022.

In 2022, we created and implemented an ESG checklist to be used to review new potential acquisitions. The checklist will help our team better identify and address ESG-related risk and opportunities in each potential acquisition including how tenant-operators can track utility energy and water usage, whether properties are in parts of the country where the U.S. Department of Energy has helped enable energy data for benchmarking purposes and how tenants can grow, develop and enhance their own ESG policies. In addition, we created and implemented an ESG training program to train all employees on our ESG commitments to increase awareness.

The foregoing principles and additional ESG initiatives are reflected in our Environmental, Social and Governance policy adopted on October 29, 2021, and previously published Policy on Human Capital, Policy on Human Rights and Responsibilities, Policy on Environmental Sustainability and our proprietary Tenant ESG Program. All of these policies are located on the Investor Relations section of our website at www.caretrustreit.com. The information found on, or otherwise accessible through, our website is not incorporated by reference into, nor does it form a part of, this report or any other document that we file with the SEC.

Governance

Our corporate governance structure was carefully crafted to align with the interests of our investors and other stakeholders with a core leadership team that has over 65 years of collective experience as operators and investors. The members of our board of directors each bring deep expertise in healthcare, real estate, investing, accounting, and/or business development. In this oversight role, our board of directors serves as the ultimate decision-making body of our company, except for those matters reserved to or shared with our stockholders.

Human Capital Resources

Our employees are the heart of our company. Our Policy on Human Capital reflects our commitment to the dignity and rights of all people, especially our employees and others whose professional lives may be impacted by our properties and business activities. It represents a critical commitment to, and investment in, the current and long-term health and well-being of

our organization and its people. We believe our success depends on our ability to attract, develop and retain key personnel. Our core philosophies and policies in this regard include:

Compensation and Benefits. The skills, experience and industry knowledge of key employees significantly benefit our performance. We believe we offer competitive compensation (including salary, incentive bonus and equity) and benefits packages (including a 401(k) plan with a fixed employer contribution, Flexible Spending Accounts (FSAs), employer-funded employee assistance program (EAP), a generous vacation, holiday and personal time off policy, and an array of voluntary benefits options and other benefits for employees and their families). Our compensation program is designed to attract and reward talented individuals who possess the skills necessary to support our business objectives, assist in the achievement of our strategic goals and create long-term value for our stockholders.

As of December 31, 2022, we employed 15 full-time employees (including our executive officers), none of whom is subject to a collective bargaining agreement. At the onset of the COVID-19 pandemic, we temporarily closed our corporate office and most of our employees were working remotely; however, we have since reopened our corporate office with continued workforce flexibility to promote employee safety.

Retention and Turnover. Recruiting, hiring, training and retaining excellent employees is a high priority for us. These activities carry real and substantial costs, which we regard as a meaningful investment in our workforce and our company. We believe that employee turnover is costly in direct and indirect ways, and we are committed to employee retention and satisfaction. During the year ended December 31, 2022, we experienced turnover of one full-time employee, excluding our executive officers. In addition, during the year ended December 31, 2022, we transitioned the role of our Chief Executive Officer from Mr. Stapley to Mr. Sedgwick, effective January 1, 2022, and our Chief Investment Officer from Mr. Lamb to Mr. Callister, effective December 31, 2022.

Training and Education. CareTrust's culture values continuous learning, improvement and professional development. This helps our employees to keep their skills current and to adapt to new responsibilities and emerging market needs. CareTrust provides financial support for professional associate dues and memberships, continuing education credits, and fees and travel expenses to attend relevant conferences and seminars.

Government Regulation, Licensing and Enforcement

Overview

As operators of healthcare facilities, tenants of our healthcare properties are typically subject to extensive and complex federal, state and local healthcare laws and regulations relating to fraud and abuse practices, government reimbursement, licensure and certificate of need and similar laws governing the operation of healthcare facilities, and we expect that the healthcare industry, in general, will continue to face significant regulation and pressure in the areas of fraud, waste and abuse, cost control, healthcare management and provision of services, among others. These regulations are wide-ranging and can subject our tenants to civil, criminal and administrative sanctions. Affected tenants may find it increasingly difficult and costly to comply with this complex and evolving regulatory environment because of a relative lack of guidance in many areas as certain of our healthcare properties are subject to oversight from several government agencies and the legal requirements often vary from one jurisdiction to another. Changes in laws and regulations and reimbursement enforcement activity and regulatory non-compliance by our tenants could have a significant effect on their operations and financial condition, which in turn may adversely affect us, as detailed below and set forth under "Risk Factors - Risks Related to Our Business."

The following is a discussion of certain laws and regulations generally applicable to our tenants (as operators of our healthcare facilities) and, in certain cases, to us.

Enforcement

There are various extremely complex federal and state laws and regulations governing healthcare providers' relationships and arrangements and prohibiting fraudulent and abusive practices by such providers. These laws include, but are not limited to, (i) federal and state false claims acts, which, among other things, prohibit providers from filing false claims or making false statements to receive payment from Medicare, Medicaid or other federal or state healthcare programs, (ii) federal and state anti-kickback and fee-splitting statutes, including the Medicare and Medicaid anti-kickback statute, which prohibit the payment or receipt of remuneration to induce referrals or recommendations of healthcare items or services, (iii) federal and state provider self-referral laws (including the federal law commonly referred to as the "Stark Law"), which generally prohibit referrals by physicians and in some cases other providers to entities with which the physician or an immediate family member has a financial relationship, and (iv) the federal Civil Monetary Penalties Law, which prohibits, among other things, the knowing presentation of a false or fraudulent claim for certain healthcare services. Violations of healthcare fraud and abuse laws carry civil, criminal and administrative sanctions, including punitive sanctions, monetary penalties, imprisonment, denial of Medicare and Medicaid reimbursement and potential exclusion from Medicare, Medicaid or other federal or state healthcare programs. These laws are enforced by a variety of federal, state and local agencies and can also be enforced by private litigants through,

among other things, federal and state false claims acts, which allow private litigants to bring qui tam or “whistleblower” actions. Ensign and our other tenants are (and many of our future tenants are expected to be) subject to these laws, and some of them may in the future become the subject of governmental enforcement actions if they fail to comply with applicable laws.

- ***State and Federal “Fraud and Abuse” Laws and Regulations.*** The Medicare and Medicaid anti-fraud and abuse amendments to the Social Security Act (the “Anti-Kickback Law”) make it a felony, subject to certain exceptions, for any person to engage in illegal remuneration arrangements with vendors, physicians and other health care providers for the referral of Medicare beneficiaries or Medicaid recipients. When a violation occurs, the government may proceed criminally or civilly. If the government proceeds criminally, a violation is a felony and may result in imprisonment for up to five years, fines of up to \$25,000 and mandatory exclusion from participation in all federal health care programs. If the government proceeds civilly, it may impose a civil monetary penalty of \$50,000 per violation and an assessment of not more than three times the total amount of remuneration involved, and it may exclude the parties from participation in all federal health care programs. Violations of the Anti-Kickback Statute also serve as a basis for federal False Claims Act cases. Many states have enacted laws similar to, and in some cases broader than, the Anti-Kickback Law.

The scope of prohibited payments in the Anti-Kickback Law is broad. The U. S. Department of Health and Human Services (“HHS”) has promulgated regulations which describe certain “safe harbor” arrangements that will not be deemed to constitute violations of the Anti-Kickback Law. An arrangement that fits squarely into a safe harbor is immune from prosecution under the Anti-Kickback Statute. The safe harbors described in the regulations are narrow and do not cover a wide range of economic relationships which many SNFs, physicians and other health care providers consider to be legitimate business arrangements not prohibited by the statute. Because the regulations describe safe harbors and do not purport to describe comprehensively all lawful and unlawful economic arrangements or other relationships between health care providers and referral sources, health care providers entering into these arrangements or relationships may be required to alter them in order to ensure compliance with the Anti-Kickback Law and may be subject to significant liability should an arrangement that does not fully satisfy a safe harbor be determined to be illegal. On November 20, 2020, HHS promulgated significant new Anti-Kickback Law regulations, including changes to existing safe harbors and the creation of new safe harbors, in an effort to reduce regulatory burden and incentivize coordinated care, including value-based arrangements.

The False Claims Act provides that any person who “knowingly presents, or causes to be presented” a “false or fraudulent claim for payment or approval” to the U.S. government, or its agents and contractors, is liable for a civil penalty ranging from \$5,500 to \$11,000 per claim, plus three times the amount of damages sustained by the government. Under the False Claims Act’s so-called “reverse false claims,” liability also could arise for “using” a false record or statement to “conceal,” “avoid” or “decrease” an “obligation” (which can include the retention of an overpayment) “to pay or transmit money or property to the government.” The False Claims Act also empowers and provides incentives to private citizens (commonly referred to as qui tam relator or whistleblower) to file suit on the government’s behalf. The qui tam relator’s share of the recovery can be between 15% and 25% in cases in which the government intervenes, and 25% to 30% in cases in which the government does not intervene. Notably, the Affordable Care Act amended certain jurisdictional bars to the False Claims Act, effectively narrowing the “public disclosure bar” (which generally requires that a whistleblower suit not be based on publicly disclosed information) and expanding the “original source” exception (which generally permits a whistleblower suit based on publicly disclosed information if the whistleblower is the original source of that publicly disclosed information), thus potentially broadening the field of potential whistleblowers.

- ***Restrictions on Referrals.*** The federal physician self-referral law and its implementing regulations (commonly referred to as the “Stark Law”) prohibits providers of “designated health services” from billing Medicare or Medicaid if the patient is referred by a physician (or his/her immediate family member) with a financial relationship with the entity, unless an exception applies. “Designated health services” include clinical laboratory services; physical therapy services; occupational therapy services; outpatient speech-language pathology; radiology services, including magnetic resonance imaging, computerized axial tomography scans, and ultrasound services; radiation therapy services and supplies; durable medical equipment and services; parenteral and enteral nutrients, equipment and services; prosthetics, orthotics, and prosthetic devices and supplies; home health services; outpatient prescription drugs; and inpatient and outpatient hospital services. The Stark Law also prohibits the furnishing entity from submitting a claim for reimbursement or otherwise billing Medicare or any other person or entity for improperly referred designated health services. Many designated health services are commonly provided in SNFs and ALFs. The new regulations promulgated by HHS, discussed above in “*State and Federal ‘Fraud and Abuse’ Laws and Regulations*”, include significant changes to the Stark Law regulations, including (i) new exceptions designed to enable more value-based arrangements, (ii) a modification to the existing exception for electronic health records items and services, and (iii) new exceptions for limited remuneration to physicians and for cybersecurity technology and related services.

An entity that submits a claim for reimbursement in violation of the Stark Law must refund any amounts collected and may be: (1) subject to a civil penalty of up to \$15,000 for each self-referred service; and (2) excluded from participation in federal health care programs. In addition, a physician or entity that has participated in a “scheme” to circumvent the operation of the Stark Law is subject to a civil penalty of up to \$100,000 and possible exclusion from participation in federal health care programs.

Reimbursement

Sources of revenue for our tenants include (and for our future tenants is expected to include), among other sources, governmental healthcare programs, such as the federal Medicare program and state Medicaid programs, and non-governmental payors, such as insurance carriers and health maintenance organizations. As federal and state governments focus on healthcare reform initiatives, and as the federal government and many states face significant budget deficits, efforts to reduce costs by these payors will likely continue, which may result in reduced or slower growth in reimbursement for certain services provided by Ensign and our other tenants. Federal and state authorities are likely to continue to implement new and modified reimbursement methodologies, including value-based methodologies, that could have a negative impact on our tenants. Such changes to reimbursement methodologies could have a material impact on our tenants and we cannot provide assurances that the current revenue levels will be maintained under any future reimbursement arrangements. In addition, the impact of other health care reform efforts, such as “Medicare for all” or the provision of a new Medicare-like public option for consumers to receive health insurance, are impossible to predict.

The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (collectively, the “Affordable Care Act”) serves as the primary vehicle for comprehensive healthcare reform in the United States. Efforts initiated by the previous administration and certain members of Congress to repeal or make significant changes to the Affordable Care Act, its implementation and/or its interpretation including the successful repeal of the penalty associated with the individual mandate of the Affordable Care Act, continue to cast uncertainty on the future of the Affordable Care Act. For example, on December 14, 2018, a U.S. District Court in Texas ruled the Affordable Care Act unconstitutional in its entirety. This decision was appealed, and on December 18, 2019, the Fifth Circuit Court of Appeals ruled that the Affordable Care Act’s individual mandate was unconstitutional but remanded the case for further analysis. The decision was appealed, and on June 17, 2021, the Supreme Court of the United States ruled that the plaintiffs lacked standing to challenge the Affordable Care Act’s minimum essential coverage provision. These types of challenges may impact the number of individuals that elect to obtain public or private health insurance or the scope of such coverage, if purchased.

Given the divided nature of Congress, it is unclear whether Congress will successfully expand health insurance coverage and assess alternative health care delivery and payment systems. The Republican Party currently controls the United States House of Representatives (by a slim majority) and the Democratic Party currently controls the Senate (by a slim majority). Due to this, healthcare reform legislation would likely require at least some support from both Republican and Democratic lawmakers to become law and it is uncertain whether any healthcare reform legislation will ultimately become law. We cannot predict the ultimate content, timing or effect of any healthcare reform legislation or the impact of potential legislation on our business. If our tenants’ residents do not have insurance, it could adversely impact the tenants’ ability to satisfy their obligations to us. Expansion of health insurance coverage to more citizens could have a positive financial impact on our tenants and their ability to satisfy their obligations to us.

Other legislative changes have been proposed and adopted since the Affordable Care Act was enacted, which also may impact our business. For instance, CMS is required to measure, track, and publish readmission rates of SNFs and to implement a value-based purchasing program for SNFs (the “SNF VBP Program”). The SNF VBP Program increases Medicare reimbursement rates for SNFs that achieve certain levels of quality performance measures developed by CMS, relative to other facilities. The value-based payments authorized by the SNF VBP Program are funded by reducing Medicare payment for all SNFs by 2% and redistributing up to 70% of those funds to high-performing SNFs. However, there is no assurance that payments made by CMS as a result of the SNF VBP Program will be sufficient to cover a facility’s costs. If Medicare reimbursement provided to our healthcare tenants is reduced under the SNF VBP Program, that reduction may have an adverse impact on the ability of our tenants to meet their obligations to us.

See “Risk Factors - Risks Related to Our Business - Healthcare reform legislation impacts cannot accurately be predicted and could adversely affect our results of operations” for additional risks related to changes in Medicare reimbursement.

Increased Government Oversight of Skilled Nursing Facilities

Section 1150B of the Social Security Act requires employees of federally funded long-term care facilities to immediately report any reasonable suspicion of a crime committed against a resident of that facility. Those reports must be submitted to at least one law enforcement agency and the applicable Centers for Medicare & Medicaid Services (“CMS”) Survey Agency. Covered individuals who fail to report under Section 1150B are subject to various penalties, including civil monetary penalties of up to \$300,000 and possible exclusion from participation in any Federal health care program. Medicare regulations require

SNFs to establish and implement written policies to ensure the reporting of crimes that occur in federally funded SNFs in accordance with Section 1150B.

In August 2017, the HHS Office of Inspector General (“OIG”) issued a preliminary report regarding quality of care concerns by operators of SNFs. In its report, the OIG determined that CMS has inadequate procedures in place to ensure that incidents of potential abuse or neglect of Medicare beneficiaries residing in SNFs are identified and reported. The report was issued in connection with the OIG’s ongoing review of potential abuse and neglect of Medicare beneficiaries residing in SNFs.

As a result of the OIG report, CMS enforcement activity against SNF operators may increase, especially with regard to the reporting of potential abuse or neglect of SNF residents. If any of our tenants or their employees are found to have violated any applicable reporting requirements, they may become subject to penalties or other sanctions up to and including loss of licensure.

Healthcare Licensure and Certificate of Need

Our healthcare facilities are subject to extensive federal, state and local licensure, certification and inspection laws and regulations. In addition, various licenses and permits are required to operate SNFs and ALFs, dispense narcotics, operate pharmacies, handle radioactive materials and operate equipment. Many states require certain healthcare providers to obtain a certificate of need, which requires prior approval for the construction, modification and closure of certain healthcare facilities. The ability to obtain such approval and/or the approval process may impact some of our tenants’ abilities to expand or change their businesses. Any failure to comply with any of these laws, regulations, or standards could result in penalties which may include loss or restriction of license, loss of accreditation, denial of reimbursement, imposition of fines, suspension or decertification from federal and state healthcare programs, or closure of the facility.

Privacy, Security and Data Breach Notification Laws

The Health Insurance Portability and Accountability Act of 1996, as amended (“HIPAA”) regulates the privacy and security of certain health information (“Protected Health Information”) and requires entities subject to HIPAA to provide notification of breaches of Protected Health Information. Entities subject to HIPAA include health plans, healthcare clearinghouses, and most health care providers (including many of our tenants). Business associates of these entities who create, receive, maintain or transmit Protected Health Information are also subject to HIPAA. Violations of the HIPAA requirements may result in civil monetary penalties of up to \$50,000 per violation with a maximum civil penalty of \$1.5 million in a calendar year for violations of the same requirement. However, a single breach or incident can result in violations of multiple requirements, resulting in possible penalties well in excess of \$1.5 million. Breaches of unsecured Protected Health Information and other violations of HIPAA may have other material adverse consequences including material loss of business, business interruption, loss of patient or other critical data, regulatory enforcement, substantial legal liability and reputational harm. Certain violations of HIPAA can result in criminal penalties and enforcement.

Various other state and federal laws relate to privacy, security and the reporting of data breaches involving personal information (together with HIPAA, “Privacy Laws”). For example, various state laws and regulations may regulate the privacy and security of personal information, and require notification of affected individuals in the event of a data breach involving such individual’s personal information (including an individual’s name plus social security number, date of birth or credit card information, for example). Failure of the Company or its tenants to comply with applicable Privacy Laws could have a materially adverse effect on our Company. Failure of our tenants to comply with applicable Privacy Laws could have a material adverse effect on their ability to meet their obligations to us. Furthermore, the adoption of new Privacy Laws at the federal and state level could require us or our tenants to incur significant compliance costs.

Americans with Disabilities Act (the “ADA”)

Although most of our properties are not required to comply with the ADA because of certain “grandfather” provisions in the law, some of our properties must comply with the ADA and similar state or local laws to the extent that such properties are “public accommodations,” as defined in those statutes. These laws may require removal of barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. Under our triple-net lease structure, our tenants would generally be responsible for additional costs that may be required to make our facilities ADA-compliant. Noncompliance with the ADA could result in the imposition of fines or an award of damages to private litigants.

Environmental Matters

A wide variety of federal, state and local environmental and occupational health and safety laws and regulations affect healthcare facility operations. These complex federal and state statutes, and their enforcement, involve a myriad of regulations, many of which involve strict liability on the part of the potential offender. Some of these federal and state statutes may directly impact us. Under various federal, state and local environmental laws, ordinances and regulations, an owner of real property, such as us, may be liable for the costs of removal or remediation of hazardous or toxic substances at, under or disposed of in connection with such property, as well as other potential costs relating to hazardous or toxic substances (including government

finances and damages for injuries to persons and adjacent property). The cost of any required remediation, removal, fines or personal or property damages and the owner's liability therefore could exceed or impair the value of the property and/or the assets of the owner. In addition, the presence of such substances, or the failure to properly dispose of or remediate such substances, may adversely affect the owner's ability to sell or rent such property or to borrow using such property as collateral which, in turn, could reduce our revenues. See "Risk Factors - General Risk Factors - Environmental compliance costs and liabilities may materially impair the value of properties owned by us."

REIT Qualification

We elected to be taxed as a REIT for U.S. federal income tax purposes beginning with our taxable year ended December 31, 2014. Our qualification as a REIT will depend upon our ability to meet, on a continuing basis, various complex requirements under the Internal Revenue Code of 1986, as amended (the "Code"), relating to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels to our stockholders and the concentration of ownership of our capital stock. We believe that we are organized in conformity with the requirements for qualification and taxation as a REIT under the Code and that our manner of operation has and will enable us to continue to meet the requirements for qualification and taxation as a REIT.

The Operating Partnership

We own substantially all of our assets and properties and conduct our operations through the Operating Partnership. We believe that conducting business through the Operating Partnership provides flexibility with respect to the manner in which we structure the acquisition of properties. In particular, an UPREIT structure enables us to acquire additional properties from sellers in tax deferred transactions. In these transactions, the seller would typically contribute its assets to the Operating Partnership in exchange for units of limited partnership interest in the Operating Partnership ("OP Units"). Holders of OP Units will have the right, after a 12-month holding period, to require the Operating Partnership to redeem any or all of such OP Units for cash based upon the fair market value of an equivalent number of shares of CareTrust REIT's common stock at the time of the redemption. Alternatively, we may elect to acquire those OP Units in exchange for shares of our common stock on a one-for-one basis. The number of shares of common stock used to determine the redemption value of OP Units, and the number of shares issuable in exchange for OP Units, is subject to adjustment in the event of stock splits, stock dividends, distributions of warrants or stock rights, specified extraordinary distributions and similar events. The Operating Partnership is managed by our wholly owned subsidiary, CareTrust GP, LLC, which is the sole general partner of the Operating Partnership and owns one percent of its outstanding partnership interests. As of December 31, 2022, CareTrust REIT is the only limited partner of the Operating Partnership, owning 99% of its outstanding partnership interests, and we have not issued OP Units to any other party.

The benefits of our UPREIT structure include the following:

- **Access to capital.** We believe the UPREIT structure provides us with access to capital for refinancing and growth. Because an UPREIT structure includes a partnership as well as a corporation, we can access the markets through the Operating Partnership issuing equity or debt as well as the corporation issuing capital stock or debt securities. Sources of capital include possible future issuances of debt or equity through public offerings or private placements.
- **Growth.** The UPREIT structure allows stockholders, through their ownership of common stock, and the limited partners, through their ownership of OP Units, an opportunity to participate in future investments we may make in additional properties.
- **Tax deferral.** The UPREIT structure provides property owners who transfer their real properties to the Operating Partnership in exchange for OP Units the opportunity to defer the tax consequences that otherwise would arise from a sale of their real properties and other assets to us or to a third party. As a result, this structure allows us to acquire assets in a more efficient manner and may allow us to acquire assets that the owner would otherwise be unwilling to sell because of tax considerations.

Insurance

We maintain, or require in our leases that our tenants maintain, all applicable lines of insurance on our properties and their operations. The amount and scope of insurance coverage provided by our policies and the policies maintained by our tenants is customary for similarly situated companies in our industry. However, we cannot assure you that our tenants will maintain the required insurance coverages, and the failure by any of them to do so could have a material adverse effect on us. We also cannot assure you that we will continue to require the same levels of insurance coverage under our leases, including the Ensign Master Leases, that such insurance will be available at a reasonable cost in the future or that the insurance coverage provided will fully cover all losses on our properties upon the occurrence of a catastrophic event, nor can we assure you of the future financial viability of the insurers.

Available Information

We file annual, quarterly and current reports, proxy statements and other information with SEC. The SEC maintains an internet site that contains these reports, and other information about issuers, like us, which file electronically with the SEC. The address of that site is <http://www.sec.gov>. We make available our reports on Form 10-K, 10-Q, and 8-K (as well as all amendments to these reports), and other information, free of charge, on the Investor Relations section of our website at www.caretrustreit.com. The information found on, or otherwise accessible through, our website is not incorporated by reference into, nor does it form a part of, this report or any other document that we file with the SEC.

ITEM 1A. Risk Factors

Risks Related to Our Business

We are dependent on the healthcare operators that lease our properties to successfully operate their businesses and make contractual lease payments, and an event that materially and adversely affects their business, financial position or results of operations could materially and adversely affect our business, financial position or results of operations.

Because all of our properties are operated by our tenants pursuant to triple-net master leases, we are unable to directly implement strategic business decisions regarding the daily operation and marketing of these properties. While we have rights as the property owner under our triple-net leases and monitor our tenants' and operators' performance, we may have limited recourse under our master leases if we believe that a tenant or operator is not performing adequately, and any failure by a tenant to effectively conduct its operations or to maintain and improve our properties could adversely affect its business reputation and its ability to attract and retain residents in our properties, which in turn, could adversely affect their ability to make rental payments to us and otherwise adversely affect our results of operations, including our ability to repay our outstanding indebtedness or our ability to pay dividends to our stockholders as required to maintain our REIT status. Additionally, because each master lease is a triple-net lease, we depend on our tenants to pay all insurance, taxes, utilities and maintenance and repair expenses and to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities arising in connection with their business. There can be no assurance that our tenants will have sufficient assets, income and financing to enable them to satisfy their contractual lease payment or indemnification obligations.

Ensign leases or provides a guaranty for a significant portion of our properties. As of December 31, 2022, properties leased to Ensign represented \$66.2 million, or 35%, of total annualized contractual rental income, and properties leased to Pennant under the Pennant Master Lease for which Ensign provides a guaranty (the "Pennant Guaranty") represented \$7.1 million, or 4%, of total annualized contractual rental income. Ensign's inability or unwillingness to meet its lease obligations or its obligations pursuant to the Pennant Guaranty could materially adversely affect our business, financial position or results of operations. In addition, Ensign's inability to satisfy its other lease obligations including payment of insurance, taxes and utilities, could materially and adversely affect the condition of the properties leased to Ensign as well as Ensign's business, financial position and results of operations. Accordingly, if Ensign were to experience a material and adverse effect on its business, financial position or results of operations, our business, financial position or results of operations could also be materially and adversely affected.

Further, our dependence on Ensign's rental payments for a substantial portion of our rental income may limit our ability to enforce our rights under the Ensign leases or the Pennant Guaranty or to terminate the Ensign leases. Ensign's failure to comply with its lease obligations or its obligations pursuant to the Pennant Guaranty, or with federal and state healthcare laws and regulations to which the leased properties are subject, could require us to find another lessee for such leased properties and result in a decrease in or cessation of rental payments. In such event, we may be unable to locate a suitable lessee at similar rental rates or at all, which would reduce our rental income.

We are subject to risks associated with public health crises, including the COVID-19 pandemic and other pandemics or epidemics.

We are subject to risks associated with public health crises and government measures to prevent the spread of infectious diseases, including the global health concerns related to the COVID-19 pandemic. The COVID-19 pandemic has adversely impacted and is likely to further adversely impact nearly all aspects of our business. Other public health crises, including any future epidemics or pandemic, could result in similar adverse impacts on our business, results of operations, cash flows and financial condition. Risks to our business that have been associated with the COVID-19 pandemic, and may be associated with future COVID-19 outbreaks or other public health crises, include:

- one or more of our tenants or borrowers could experience deteriorating financial conditions and be unable or unwilling to pay rent on time and in full (which has, and could continue to result from, among other reasons (i) increased operating costs and staffing requirements related to compliance with Centers for Disease Control and Prevention ("CDC") protocols, (ii) decreased occupancy rates, (iii) increased scrutiny by regulators, (iv) potential repayments of relief funds received by tenants, (v) nursing or other staffing shortages; or (vi) decisions by elderly individuals to avoid or delay entrance into assisted living and other long-term care facilities);
- the possibility we may have to restructure tenants' obligations and may not be able to do so on terms that are favorable to us;
- the potential need to recognize asset impairment charges or credit losses on our loans receivable if we determine that the full amount of our investments are not recoverable;

- increased costs or delays that we have incurred, and may continue to incur, if we need to reposition or transition any of our currently-leased properties to another tenant or operator, which have adversely impacted, and may continue to adversely impact, our revenues and results of operations;
- risks related to lawsuits and regulatory enforcement actions related to pandemic outbreaks involving us, our tenants, operators or borrowers, including increases in the costs of business, negative publicity and/or further decreases in occupancy and/or profitability at our facilities;
- the expiration, or lack of enforcement, of liability immunity for health care providers in relation to a qualified pandemic under the Public Readiness and Emergency Preparedness Act (the “PREP Act”);
- complete or partial closures of, or other operational issues at, one or more of our properties resulting from government actions or directives;
- limitations on our access to capital and other sources of funding, which could adversely impact our ability to make new property investments;
- our ability to continue to make cash distributions to our stockholders commensurate with historical levels; and
- our ability to repay outstanding debt or maintain compliance with covenants under our Second Amended Credit Facility (as defined below) and the indenture governing our Notes.

The extent to which the COVID-19 pandemic, or other future health crises, may impact our business, results of operations, cash flows and financial condition depends on many factors which are highly uncertain and are difficult to predict. These factors include, but are not limited to, the duration and spread of any outbreak, the timing, distribution and efficacy of vaccines and other treatments, United States and foreign government actions to respond to the outbreak, and how quickly and to what extent normal operation conditions can resume.

Unstable market and economic conditions may have serious adverse consequences on our business, results of operations and financial condition.

Global credit and financial markets have experienced extreme volatility and disruptions over the past several months, including declines in consumer confidence, concerns about declines in economic growth, increases in the rate of inflation, increases in borrowing rates and changes in liquidity and credit availability, and uncertainty about economic stability, including most recently in connection with actions undertaken by the U.S. Federal Reserve Board to address inflation, the military conflict in Ukraine, the continuing effects of the COVID-19 pandemic and supply chain disruptions. There can be no assurance that further deterioration in credit and financial markets and confidence in economic conditions will not occur. Our general business strategy may be adversely affected by any such economic downturn, volatile business environment or continued unpredictable and unstable market conditions. Our business could also be impacted by volatility caused by geopolitical events, such as the conflict in Ukraine. A significant downturn in the economic activity may cause a reduction in spending on healthcare matters and our tenants may need to seek to lower their costs by renegotiating leases. Such reductions may disproportionately affect our revenue. In addition, if the current equity and credit markets deteriorate, or do not improve, it may make any necessary debt or equity financing more difficult, more costly, and more dilutive. Furthermore, our stock price may decline due in part to the volatility of the stock market and the general economic downturn.

Our tenants depend on reimbursement from government and other third-party payors and if reimbursement rates from such payors are reduced by future legislative reform, it could cause our tenants’ revenues to decline and could affect their ability to meet their obligations to us.

Sometimes, governmental payors freeze or reduce payments to healthcare providers, or provide annual reimbursement rate increases that are smaller than expected, due to budgetary and other pressures. Healthcare reimbursement will likely continue to be of significant importance to federal and state authorities. For example, the federal government and a number of states are currently managing budget deficits and, as a result, many states are focusing on the reduction of expenditures under their Medicaid programs, which may result in a freeze on Medicaid rates or a decrease in reimbursement rates for our tenants. The need to control Medicaid expenditures may be exacerbated by the potential for increased enrollment in Medicaid due to unemployment and declines in family incomes. These potential reductions could be compounded by the potential for federal cost-cutting efforts that could lead to reductions in reimbursement to our tenants under both the Medicaid and Medicare programs. While we cannot make any assessment as to the ultimate timing or the effect that any future legislative reforms may have on our tenants’ costs of doing business and on the amount of reimbursement by government and other third-party payors, potential reductions in Medicaid and Medicare reimbursement, or in non-governmental third-party payor reimbursement, to our tenants could reduce the revenues of our tenants and their ability to meet their obligations to us.

Bankruptcy, insolvency or financial deterioration of our tenants could delay or prevent collection of unpaid rents or require us to find new tenants.

We receive substantially all of our income as rental payments under leases of our properties. We have no control over the success or failure of our tenants' businesses and, at any time, any of our tenants may experience a downturn in its business that may weaken its financial condition. As a result, our tenants have in the past, and may in the future, fail to make rent payments when due, or our tenants may declare bankruptcy. Tenant bankruptcies or failures to make rent payments when due could result in termination of the tenant's lease and could have a material adverse effect on our business, financial condition and results of operations and our ability to make distributions to our stockholders (which could adversely affect our ability to raise capital or service our indebtedness). This risk is magnified where we lease multiple properties to a single tenant, such as Ensign.

If a tenant is unable to comply with the terms of its lease, we may be forced to write off unpaid amounts due to us from the tenant, move to a cash basis method of accounting for recognizing rental income from the tenant or otherwise modify the tenant's lease in ways that are unfavorable to us. Alternatively, failure of a tenant to perform under a lease could require us to declare a default, repossess the property, find a suitable replacement tenant, hire third-party managers to operate the property or sell the property. See Note 2, *Summary of Significant Accounting Policies* and Note 3, *Real Estate Investments, Net* for further information.

If one or more of our tenants files for bankruptcy relief, the U.S. Bankruptcy Code provides that a debtor has the option to assume or reject the unexpired lease within a certain period of time. Any bankruptcy filing by or relating to one of our tenants could bar all efforts by us to collect pre-bankruptcy debts from that tenant or seize its property. A tenant bankruptcy could also delay our efforts to collect past due balances under the leases and could ultimately preclude collection of all or a portion of these sums. It is possible that we may recover substantially less than the full value of any unsecured claims we hold, if any, which may have a material adverse effect on our business, financial condition and results of operations, and our ability to make distributions to our stockholders.

Replacement tenants or operators may be difficult to identify and we may be required to incur substantial renovation costs to make our healthcare properties suitable for such tenants or operators.

If our tenants terminate or do not renew their leases with us, we would attempt to reposition the properties with another tenant or operator. Rental payments on such properties could decline or cease altogether while we reposition the properties with a suitable replacement tenant or operator and we may be required to fund certain expenses and obligations (e.g., real estate taxes, debt costs and maintenance expenses) to preserve the value of, and avoid the imposition of liens on, such properties while they are being repositioned.

Healthcare facilities are typically highly customized and may not be easily adapted to non-healthcare-related uses. The improvements generally required to conform a property to healthcare use, such as upgrading electrical, gas and plumbing infrastructure and security, are costly and at times tenant-specific. A new or replacement tenant may require different features in a property, depending on that tenant's particular operations. If a current tenant is unable to pay rent and vacates a property, we may incur substantial expenditures to modify a property before we are able to secure another tenant. Supply chain volatility and labor shortages may increase these construction costs. In addition, approvals of local authorities for any required modifications and/or renovations may be necessary, resulting in delays in transitioning a facility to a new tenant. These expenditures or renovations and delays could materially and adversely affect our business, financial condition or results of operations.

In addition, we may fail to identify suitable replacements or enter into leases or other arrangements with new tenants or operators on a timely basis or on terms as favorable to us as our current leases, if at all. If we experience a significant number of properties not under a lease due to the inability to find suitable replacement tenants or successfully reposition the property, our operating expenses could increase significantly. Even after a suitable replacement tenant or operator has taken over operation of a property, it may still take an extended period of time before such property is fully repositioned and value restored, if at all. Any of these results could have a material adverse effect on our business, financial condition and results of operations and our ability to make distributions to stockholders.

The geographic concentration of some of our facilities could leave us vulnerable to an economic downturn, regulatory changes or acts of nature in those areas.

As a result of the concentration of our properties in California, Texas, Louisiana, Idaho and Arizona as described in "Portfolio Summary" under Item 1 of this Annual Report on Form 10-K, the conditions of local economies and real estate markets, including increases in real estate taxes, changes in governmental rules, regulations and reimbursement rates or criteria, changes in demographics, state funding, acts of nature and other factors that may result in a decrease in demand and/or reimbursement for skilled nursing services in these states could have a disproportionately adverse effect on our tenants' revenue, costs and results of operations, which may affect their ability to meet their obligations to us.

Our facilities located in Texas and Louisiana are especially susceptible to natural disasters such as hurricanes, tornadoes and flooding, and our facilities located in California are particularly susceptible to natural disasters such as fires, earthquakes

and mudslides. These types of natural disasters will likely increase in number, scope and intensity as a result of climate change. Further, these acts of nature may cause disruption to our tenants, their employees and our facilities, which could have an adverse impact on our tenants' patients and businesses. In order to provide patient care, our tenants are dependent on consistent and reliable delivery of food, pharmaceuticals, utilities and other goods to our facilities, and the availability of employees to provide services at the facilities. If the power supply, delivery of goods or the ability of employees to reach our facilities is interrupted in any material respect due to a natural disaster or other reasons, it would have a significant impact on our facilities and our tenants' businesses at those facilities. Furthermore, the impact, or impending threat, of a natural disaster may require that our tenants evacuate one or more facilities, which would be costly and would involve risks, including potentially fatal risks, for the patients at such facilities. The impact of disasters and similar events is inherently uncertain. Such events could harm our tenants' patients and employees, severely damage or destroy one or more of our facilities, harm our tenants' business, reputation and financial performance, or otherwise cause our tenants' businesses to suffer in ways that we currently cannot predict.

In addition, to the extent that significant changes in the climate occur in areas where our properties are located, we may experience extreme weather and changes in precipitation and temperature, all of which may result in physical damage to or a decrease in demand for properties located in these areas or affected by these conditions. Should the impact of climate change be material in nature, including destruction of our properties, or occur for lengthy periods of time, our financial condition or results of operations may be adversely affected. In addition, changes in federal and state legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of our existing properties and could also require us to spend more on our new development properties without a corresponding increase in revenue.

We pursue property acquisitions and seek strategic opportunities in the ordinary course of our business, which may result in significant usage of management resources or costs, and we may not fully realize the potential benefits of such transactions.

We regularly review, evaluate, engage in discussions regarding, and pursue acquisitions of properties and seek other strategic opportunities in the ordinary course of business in order to maximize stockholder value. We may devote a significant amount of our management resources to, and incur significant costs in connection with, such transactions, which may not result in definitive agreements or the completion of any transaction and could negatively impact our operations. In addition, there is no assurance that we will fully realize the potential benefits of any past or future acquisition or strategic transaction.

Additionally, from time to time, we may invest in preferred equity interests in joint ventures. Our use of joint ventures may be subject to risks that may not be present with other ownership methods. Our joint ventures may involve property development, which presents additional risks that could render a development project less profitable or not profitable at all and, under certain circumstances, may prevent completion of development activities once undertaken.

If we cannot identify and purchase a sufficient quantity of suitable properties at favorable prices or if we are unable to finance acquisitions on commercially favorable terms, or at all, our business, financial position or results of operations could be materially and adversely affected. Furthermore, any future acquisitions may require the issuance of securities, the incurrence of debt, assumption of contingent liabilities or incurrence of significant expenditures, each of which could materially adversely impact our business, financial condition or results of operations. Additionally, the fact that we must distribute 90% of our REIT taxable income in order to maintain our qualification as a REIT may limit our ability to rely upon rental payments from our leased properties or subsequently acquired properties in order to finance acquisitions. As a result, if debt or equity financing is not available on acceptable terms, further acquisitions might be limited.

Increased competition has resulted and may further result in lower net revenues for some of our tenants and may affect their ability to meet their financial and other contractual obligations to us.

The healthcare industry is highly competitive. The occupancy levels at, and results of operations from, our facilities are dependent on our ability and the ability of our tenants to compete with other tenants and operators on a number of different levels, including the quality of care provided, reputation, the physical appearance of a facility, price, the range of services offered, family preference, amenities, alternatives for healthcare delivery, the supply of competing properties, physicians, staff, referral sources, location, and the size and demographics of the population in the surrounding area. Operating expenses such as food, utilities, taxes, insurance and rent or debt service continue to increase. In addition, our tenants face an increasingly competitive labor market for skilled management personnel and nurses together with Medicaid reimbursement in some states that does not cover the full cost of caring for residents. Significant turnover, or a shortage of nurses or other trained personnel or general inflationary pressures on wages, may force tenants to enhance pay and benefits packages to compete effectively for skilled personnel, or to use more expensive contract personnel, but they may be unable to offset these added costs by increasing the rates charged to residents. Any increase in labor costs and other property operating expenses or any failure by our tenants to attract and retain qualified personnel could reduce the revenues of our tenants and their ability to meet their obligations to us.

Our tenants also compete with numerous other companies providing similar healthcare services or alternatives such as home health agencies, life care at home, community-based service programs, retirement communities and convalescent centers. We cannot be certain that our tenants will be able to achieve occupancy and rate levels, or manage their expenses, in a way that

will enable them to meet all of their obligations to us. Further, many competing companies may have resources and attributes that are superior to those of our tenants. They may encounter increased competition that could limit their ability to maintain or attract residents or expand their businesses or to manage their expenses, either of which could adversely affect their ability to meet their obligations to us, potentially decreasing our revenues, impairing our assets, and/or increasing our collection and dispute costs.

In addition, if development of seniors housing facilities outpaces demand for those assets in markets in which we are located, those markets may become saturated and our seniors housing tenants and operators could experience decreased occupancy, which may affect their ability to meet their financial and other contractual obligations to us.

Required regulatory approvals can delay or prohibit transfers of our healthcare properties, which could result in periods in which we are unable to receive rent for such properties.

Our tenants that operate SNFs and other healthcare facilities must be licensed under applicable state law and, depending upon the type of facility, certified or approved as providers under the Medicare and/or Medicaid programs. Prior to the transfer of the operations of such healthcare properties to successor operators, the new operator generally must become licensed under state law and, in certain states, receive change of ownership approvals under certificate of need laws (which provide for a certification that the state has made a determination that a need exists for the beds located on the property) and, if applicable, file for a Medicare and Medicaid change of ownership. Upon termination or expiration of existing leases, delays or the failure of the new tenant in receiving regulatory approvals from the applicable federal, state or local government agencies, may prolong the period during which we are unable to collect rent and the property may experience performance declines. We could also incur substantial additional expenses in connection with any licensing, receivership or change of ownership proceedings.

We may not be able to sell properties when we desire because real estate investments are relatively illiquid, which could materially and adversely affect our business, financial position or results of operations.

Real estate investments are generally illiquid. As a result, we may be unable to vary our portfolio promptly in response to changes in the real estate market. A downturn in the real estate market could materially and adversely affect the value of our properties and our ability to sell such properties for acceptable prices or terms. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property or portfolio of properties. These factors and any others that would impede our ability to respond to adverse changes in the performance of our properties could materially and adversely affect our business, financial position or results of operations and our ability to pay dividends and make distributions.

We or our tenants may experience uninsured or underinsured losses, which could result in a significant loss of the capital we have invested in a property, decrease anticipated future revenues or cause us to incur unanticipated expenses.

Our lease agreements require that the tenant maintain general and professional liability insurance and comprehensive liability and hazard insurance. However, there are certain types of losses (including, but not limited to, losses arising from environmental conditions or of a catastrophic nature, such as earthquakes, wildfires, hurricanes and floods) that may be uninsurable or not economically insurable. In addition, insurance coverage may be insufficient to pay the full current market value or replacement cost of any loss. Inflation, changes in tort liability laws, changes in building codes and ordinances, environmental considerations, and other factors also might make it infeasible to use insurance proceeds to protect a tenant in a liability claim or replace a property after such property has been damaged or destroyed. Under such circumstances, the insurance proceeds received might not be adequate to restore the economic position with respect to such tenant or property.

If one of our tenants experiences a material general or professional liability loss that is uninsured or exceeds policy coverage limits, it may be unable to satisfy its lease payment obligations to us. If one of our properties experiences a loss that is uninsured or that exceeds policy coverage limits, we could lose the capital invested in the damaged property as well as the anticipated future cash flows from the property.

In addition, even if damage to our properties is covered by insurance, business disruptions caused by a casualty event may result in lost revenue for our tenants or us for which insurance may not fully compensate them or us for such loss of revenue. If one of our tenants experiences such a loss, it may be unable to satisfy its lease payment obligations to us.

We are, and may continue to be, exposed to contingent rent escalators, which could hinder our profitability and growth.

We derive revenue primarily by leasing our assets under long-term triple-net leases with rental rates that, subject to certain limitations, are generally fixed with annual rent escalations contingent on changes in the Consumer Price Index, subject to maximum fixed percentages. If the Consumer Price Index does not increase, our revenues may not increase. In addition, if economic conditions result in significant increases in the Consumer Price Index, but the escalations under our leases are capped, our growth and profitability also may be limited.

Risks Related to Laws and Regulations

Healthcare reform legislation impacts cannot accurately be predicted and could adversely affect our results of operations.

We and the healthcare operators leasing our properties depend on the healthcare industry and are susceptible to risks associated with healthcare reform. Legislative proposals are introduced each year that would introduce major changes in the healthcare system, both nationally and at the state level. For example, we believe that efforts may be made to, among other things, transition Federal payment programs further in the direction of value based care, but we cannot predict whether or in what form any of these measures may be enacted, or what effect they would have on our business or the businesses of our tenants if enacted. Efforts may also be made to reduce the age at which individuals become eligible for Medicare, which could have an adverse impact on our tenants because Medicare sometimes reimburses long term care providers at rates lower than those paid by commercial payors. We also believe that additional resources may be dedicated to regulatory enforcement, which could increase our tenants' costs of doing business and negatively impact their ability to pay their rent obligations to us. Additional stimulus funding for state and local governments may have a positive impact on our tenants because it may alleviate some pressures on state and local governments to reduce overall Medicaid expenditures.

Our tenants are subject to extensive federal, state and local laws and regulations affecting the healthcare industry that include those relating to, among other things, licensure, conduct of operations, ownership of facilities, addition of facilities and equipment, allowable costs, services, prices for services, qualified beneficiaries, quality of care, patient rights and insurance, fraudulent or abusive behavior, and financial and other arrangements that may be entered into by healthcare providers. See "Government Regulation, Licensing and Enforcement" in Item 1 of this Annual Report on Form 10-K for more information. If our tenants or operators fail to comply with the laws, regulations and other requirements applicable to their businesses and the operation of our properties, they could become ineligible to receive reimbursement from governmental and private third-party payor programs, face bans on admissions of new patients or residents, suffer civil or criminal penalties or be required to make significant operational changes. Changes in enforcement policies by federal and state governments have also resulted in a significant increase in inspection rates, citations of regulatory deficiencies and sanctions, including terminations from Medicare and Medicaid programs, bars on Medicare and Medicaid payments for new admissions, civil monetary penalties and criminal penalties. Our tenants and operators could be forced to expend considerable resources responding to an investigation, lawsuit or other enforcement action under applicable laws or regulations. Additionally, if our tenants' residents do not have insurance, it could adversely impact the tenants' ability to satisfy their obligation to us. We cannot predict whether any future legislative proposals will be adopted or, if adopted, the impact these proposals would have on our tenants or our business.

Tenants that fail to comply with applicable requirements of governmental reimbursement programs, such as Medicare or Medicaid, may cease to operate or be unable to meet their financial and other contractual obligations to us.

Our tenants are subject to the following risks, among others, relating to governmental healthcare reimbursement programs: statutory and regulatory changes; retroactive rate adjustments; recovery of program overpayments or set-offs; administrative rulings; policy interpretations; payment or other delays by fiscal intermediaries or carriers; government funding restrictions (at a program level or with respect to specific facilities); and interruption or delays in payments due to any ongoing governmental investigations and audits.

We expect healthcare reimbursement will continue to be a significant focus for federal and state authorities in their cost control efforts. We cannot predict the timing or effects of any future legislative reforms on our tenants' business costs or government and other third-party payor reimbursement. More generally, because of the dynamic nature of the legislative and regulatory environment for health care products and services, and in light of existing federal budgetary concerns, we cannot predict the impact that broad-based, far-reaching legislative or regulatory changes could have on the U.S. economy, our business or that of our operators and tenants. The failure of any of our tenants to comply with these laws, requirements and regulations could materially and adversely affect their ability to meet their financial and contractual obligations to us.

Government investigations and enforcement actions brought against the health care industry have increased dramatically over the past several years and are expected to continue, particularly in the area of Medicare/Medicaid false claims, as well as an increase in the intensity of enforcement actions resulting from these investigations. Some of these enforcement actions represent novel legal theories and expansions in the application of the False Claims Act.

Medicare, Medicaid and other governmental health care payors require reporting of extensive financial information in a specific format or content. These requirements are technical and complex and may not be properly implemented by billing or reporting personnel. For certain required information, False Claims Act violations may occur without any intent to defraud by mere negligence or recklessness in information submission to the government. New billing systems, medical procedures and procedures for which there is not clear guidance may all result in liability. In addition, violations of the Anti-Kickback Law or Stark Law and, for provider tenants who received pandemic relief funds, the failure to comply with terms and conditions related to receipt or repayment of those funds, may form the basis for a federal False Claims Act violation. See "Government Regulation, Licensing and Enforcement," in Item 1 of this Annual Report on Form 10-K for more information.

Many states have adopted laws similar to the False Claims Act, some of which apply to claims submitted to private and commercial payors, not just governmental payors. Violations of such laws by an operator of a health care property could result in loss of accreditation, denial of reimbursement, imposition of fines, suspension or decertification from government healthcare programs, civil liability, and in certain limited instances, criminal penalties, loss of license or closure of the property and/or the incurrence of considerable costs arising from an investigation or regulatory action.

If we or our tenants fail to adhere to applicable privacy and data security laws, or experience a data security incident or breach, this could have a material adverse effect on us or on our tenants' ability to meet their obligations to us.

We and our tenants are subject to HIPAA and various other state and federal laws that relate to privacy and data security, including the reporting of data breaches involving personal information as discussed in "Government Regulation, Licensing and Enforcement - Privacy, Security and Data Breach Notification Laws" in Item 1 of this Annual Report on Form 10-K. Failure to comply with these requirements could have a materially adverse effect on us and the ability of our tenants to meet their obligations to us. Furthermore, the adoption of new privacy, security and data breach notification laws at the federal and state level could require us or our tenants to incur significant compliance costs. In addition, the cost and operational consequences of responding to cybersecurity incidents and breaches and implementing remediation measures could be significant.

While we and our tenants maintain various security controls, there is a risk of data security incidents or breaches resulting from unintentional or deliberate acts by third parties or insiders attempting to obtain unauthorized access to information, destroy or manipulate data, or disrupt or sabotage information systems. The trend toward increased remote work and rapid implementation of telehealth within the health care industry in response to the COVID-19 pandemic may have created new or increased cyber risks. Cyber incidents range from individual attempts to gain unauthorized access to our IT systems to sophisticated attacks by hacking groups and nation-state actors. Information technology systems are a vital part of the business of our Company and our tenants, and a security incident or breach could result in a material loss of business, business interruption, loss of patient or other critical data, regulatory enforcement, substantial legal liability and reputational harm. Despite the deployment of commercially reasonable efforts and sophisticated techniques to prevent cyber incidents, information systems remain potentially vulnerable because the techniques used by hackers continue to evolve and are designed not to be detected. In fact, some unauthorized access may not be detected for an extended period of time. As a result, we or our tenants may suffer cybersecurity incidents where we or our tenants have implemented cybersecurity protections. A data security incident or breach occurring at or involving the Company could have a material adverse impact on our Company. Where the data security incident or breach occurs at or involves a tenant, this could jeopardize the tenant's ability to fulfill its obligations to us.

Tenants that fail to comply with federal, state and local licensure, certification and inspection laws and regulations may cease to operate our healthcare facilities or be unable to meet their financial and other contractual obligations to us.

The healthcare operators to whom we lease properties are subject to extensive federal, state, local and industry-related licensure, certification and inspection laws, regulations and standards. Our tenants' failure to comply with any of these laws, regulations or standards could result in adverse publicity and reputational harm as well as penalties which may include loss or restriction of license, loss of accreditation, denial of reimbursement, imposition of fines, suspension or decertification from federal and state healthcare programs, or closure of the facility. Though the regulatory environment in which SNFs operate is more restrictive than for ALFs, ALFs face similar penalties for noncompliance with applicable legal requirements. For example, operations at our properties may require a license, registration, certificate of need, provider agreement or certification. Failure of any tenant to obtain, or the loss or imposition of restrictions on any required license, registration, certificate of need, provider agreement or certification would prevent a facility from operating in the manner intended by such tenant. Additionally, failure of our tenants to generally comply with applicable laws and regulations could adversely affect facilities owned by us, result in adverse publicity and reputational harm, and therefore could materially and adversely affect us. See "Government Regulation, Licensing and Enforcement - Healthcare Licensure and Certificate of Need" in Item 1 of this Annual Report on Form 10-K for additional information.

Environmental compliance costs and liabilities may materially impair the value of properties owned by us.

Under various federal, state and local laws, ordinances and regulations, as a current or previous owner of real estate, we may be required to investigate and clean up certain hazardous or toxic substances or petroleum released at a property, and may be held liable to a governmental entity or to third parties for property damage and for investigation and cleanup costs incurred by the third parties in connection with the contamination. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and the costs it incurs in connection with the contamination. Neither we nor our tenants carry environmental insurance on our properties. Contamination or the failure to remediate contamination may materially adversely affect our ability to sell or lease the real estate or to borrow using the real estate as collateral. As the owner of a site, we may also be held liable to third parties for damages and injuries resulting from environmental contamination emanating from the site. Although we generally require our tenants, as operators of our healthcare properties, to indemnify us

for environmental liabilities they cause, such liabilities could exceed the financial ability of the tenant to indemnify us or the value of the contaminated property. We may also experience environmental liabilities arising from conditions not known to us.

Risks Related to Our Status as a REIT

If we fail to qualify or remain qualified as a REIT, we will be subject to U.S. federal income tax as a regular corporation and could face substantial tax liability, which could adversely affect our ability to raise capital or service our indebtedness.

We currently operate, and intend to continue to operate, in a manner that will allow us to continue to qualify to be taxed as a REIT for U.S. federal income tax purposes. We elected to be taxed as a REIT for U.S. federal income tax purposes beginning with our taxable year ended December 31, 2014. We received an opinion of our counsel with respect to our qualification as a REIT in connection with becoming a public company. Investors should be aware, however, that opinions of advisors are not binding on the IRS or any court. The opinion of our counsel represents only the view of our counsel based on its review and analysis of existing law and on certain representations as to factual matters and covenants made by us, including representations relating to the values of our assets and the sources of our income. The opinion is expressed as of the date issued. Our counsel has no obligation to advise us or the holders of any of our securities of any subsequent change in the matters stated, represented or assumed or of any subsequent change in applicable law. Furthermore, both the validity of the opinion of our counsel and our qualification as a REIT will depend on our satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis, the results of which will not be monitored by our counsel. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals.

If we fail to qualify to be taxed as a REIT in any year, we would be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and dividends paid to our stockholders would not be deductible by us in computing our taxable income. Any resulting corporate liability could be substantial and would reduce the amount of cash available for distribution to our stockholders, which could have an adverse impact on the value of our common stock. Unless we were entitled to relief under certain Code provisions, we also would be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year in which we failed to qualify to be taxed as a REIT, which could adversely affect our financial condition and results of operations.

Legislative or other actions affecting REITs could have a negative effect on us.

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury (the “Treasury”). Changes to the tax laws or interpretations thereof, with or without retroactive application, could materially and adversely affect our investors or us. We cannot predict how changes in the tax laws, including any tax reform called for by the current presidential administration, might affect our investors or us. New legislation, Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify to be taxed as a REIT or the U.S. federal income tax consequences to our investors and us of such qualification. For instance, the “Tax Cuts and Jobs Act” (the “Act”) significantly changed the U.S. federal income tax laws applicable to businesses and their owners, including REITs and their shareholders. Technical corrections or other amendments to the Act or administrative guidance interpreting the Act may be forthcoming at any time. We cannot predict the long-term effect of the Act or any future law changes on REITs or their shareholders. Changes to the U.S. federal tax laws and interpretations thereof, whether under the Act or otherwise, could adversely affect an investment in our stock.

No prediction can be made regarding whether new legislation or regulation (including new tax measures) will be enacted by legislative bodies or governmental agencies, nor can we predict what consequences would result from this legislation or regulation. Accordingly, no assurance can be given that the currently anticipated tax treatment of an investment will not be modified by legislative, judicial or administrative changes, possibly with retroactive effect.

We could fail to qualify to be taxed as a REIT if income we receive from our tenants is not treated as qualifying income.

Under applicable provisions of the Code, we will not be treated as a REIT unless we satisfy various requirements, including requirements relating to the sources of our gross income. Rents received or accrued by us from our tenants will not be treated as qualifying rent for purposes of these requirements if the leases are not respected as true leases for U.S. federal income tax purposes and are instead treated as service contracts, joint ventures or other arrangements. If the leases are not respected as true leases for U.S. federal income tax purposes, we will likely fail to qualify to be taxed as a REIT.

In addition, subject to certain exceptions, rents received or accrued by us from our tenants will not be treated as qualifying rent for purposes of these requirements if we or a beneficial or constructive owner of 10% or more of our stock beneficially or constructively owns 10% or more of the total combined voting power of all classes of stock entitled to vote or 10% or more of the total value of all classes of stock. CareTrust REIT’s charter provides for restrictions on ownership and transfer of CareTrust REIT’s shares of stock, including restrictions on such ownership or transfer that would cause the rents received or accrued by us from our tenants to be treated as non-qualifying rent for purposes of the REIT gross income.

requirements. Nevertheless, there can be no assurance that such restrictions will be effective in ensuring that rents received or accrued by us from our tenants will not be treated as qualifying rent for purposes of REIT qualification requirements.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The maximum U.S. federal income tax rate applicable to income from “qualified dividends” payable by U.S. corporations to U.S. stockholders that are individuals, trusts and estates is currently 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rates. However, for taxable years beginning after December 31, 2017 and before January 1, 2026, under the recently enacted Tax Cuts and Jobs Act, noncorporate taxpayers may deduct up to 20% of certain qualified business income, including “qualified REIT dividends” (generally, dividends received by a REIT shareholder that are not designated as capital gain dividends or qualified dividend income), subject to certain limitations, resulting in an effective maximum U.S. federal income tax rate of 29.6% on such income. Although these rules do not adversely affect the taxation of REITs, the more favorable rates applicable to regular corporate qualified dividends, together with the recently reduced corporate tax rate (currently, 21%), could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our stock. Although these rules do not adversely affect the taxation of REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our stock.

REIT distribution requirements could adversely affect our ability to execute our business plan.

We generally must distribute annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains, in order for us to qualify to be taxed as a REIT (assuming that certain other requirements are also satisfied) so that U.S. federal corporate income tax does not apply to earnings that we distribute. To the extent that we satisfy this distribution requirement and qualify for taxation as a REIT but distribute less than 100% of our REIT taxable income, determined without regard to the dividends paid deduction and including any net capital gains, we will be subject to U.S. federal corporate income tax on our undistributed net taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we distribute to our stockholders in a calendar year is less than a minimum amount specified under U.S. federal income tax laws. We intend to make distributions to our stockholders to comply with the REIT requirements of the Code.

Our funds from operations are generated primarily by rents paid under leases with our tenants. From time to time, we may generate taxable income greater than our cash flow as a result of differences in timing between the recognition of taxable income and the actual receipt of cash or the effect of nondeductible capital expenditures, the creation of reserves or required debt or amortization payments. If we do not have other funds available in these situations, we could be required to borrow funds on unfavorable terms, sell assets at disadvantageous prices or distribute amounts that would otherwise be invested in future acquisitions in order to make distributions sufficient to enable us to pay out enough of our taxable income to satisfy the REIT distribution requirement and to avoid being subject to corporate income tax and the 4% excise tax in a particular year. These alternatives could increase our costs or reduce our equity.

Even if we remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow.

Even if we remain qualified for taxation as a REIT, we may be subject to certain U.S. federal, state, and local taxes on our income and assets, including taxes on any undistributed income and state or local income, property and transfer taxes. For example, we may hold some of our assets or conduct certain of our activities through one or more taxable REIT subsidiaries (each, a “TRS”) or other subsidiary corporations that will be subject to U.S. federal, state, and local corporate-level income taxes as regular C corporations. In addition, we may incur a 100% excise tax on transactions with a TRS if they are not conducted on an arm’s-length basis. Any of these taxes would decrease cash available for distribution to our stockholders.

Complying with REIT requirements may cause us to forgo otherwise attractive acquisition opportunities or liquidate otherwise attractive investments.

To qualify as a REIT for U.S. federal income tax purposes, we must on an ongoing basis satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our shares of beneficial interest. We may be required to make distributions to our stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with the REIT requirements may hinder our ability to make certain attractive investments.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Code substantially limit our ability to hedge our assets and liabilities. Income from certain hedging transactions that we may enter into to manage risk of interest rate changes with respect to borrowings made or to be made to acquire or carry real estate assets does not constitute “gross income” for purposes of the 75% or 95% gross income

tests that apply to REITs, provided that certain identification requirements are met. For taxable years beginning after December 31, 2015, income from new transactions entered into to hedge the income or loss from prior hedging transactions, where the indebtedness or property which was the subject of the prior hedging transaction was extinguished or disposed of, will not constitute gross income for purposes of the 75% or 95% gross income tests. To the extent that we enter into other types of hedging transactions or fail to properly identify such transaction as a hedge, the income is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result of these rules, we may be required to limit our use of advantageous hedging techniques or implement those hedges through a TRS. This could increase the cost of our hedging activities because the TRS may be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in the TRS will generally not provide any tax benefit, except that such losses could theoretically be carried back or forward against past or future taxable income in the TRS.

Risks Related to Our Capital Resources and Indebtedness

From time to time, we may have substantial indebtedness and we are able to incur significant additional indebtedness.

As of December 31, 2022, we had approximately \$725.0 million of indebtedness, consisting of \$400.0 million representing our 3.875% Senior Notes due 2028 (the “Notes”), \$200.0 million under our unsecured term loan credit facility (the “Term Loan”) and \$125.0 million in borrowings outstanding under our unsecured revolving credit facility (the “Revolving Facility”). High levels of indebtedness could have one or more of the following adverse consequences, among others: require us to dedicate a substantial portion of our cash flow from operations to make principal and interest payments on our indebtedness, thereby reducing our cash flow available to fund working capital, dividends, capital expenditures and acquisitions and other general corporate purposes; require us to maintain certain debt coverage and other financial ratios at specified levels, thereby reducing our financial flexibility; make it more difficult for us to satisfy our financial obligations, including the Notes and borrowings under the Second Amended Credit Facility (as defined below); increase our vulnerability to general adverse economic and industry conditions or a downturn in our business; limit, along with the financial and other restrictive covenants in our indebtedness, our ability to borrow additional funds on favorable terms or at all to expand our business or ease liquidity constraints; limit our ability to refinance all or a portion of our indebtedness on or before maturity on the same or more favorable terms or at all; and require us to dispose of one or more of our properties at disadvantageous prices in order to service our indebtedness or to raise funds to pay such indebtedness at maturity.

In addition, failure to satisfy our obligations under the Notes or our other debt or to comply with the financial and other restrictive covenants contained in the indenture governing the Notes or the Second Amended Credit Agreement (as defined below), could result in an event of default, which could result in all of our debt becoming immediately due and payable and permit certain of our lenders to foreclose on our assets securing such debt. Further, our Second Amended Credit Agreement and the indenture governing the Notes permit us to incur substantial additional debt, including secured debt, subject to our compliance with certain financial covenants set forth in the Second Amended Credit Agreement and the indenture governing the Notes. See “Risk Factors - Risks Related to Our Capital Resources and Indebtedness - Covenants in our debt agreements restrict our activities and could adversely affect our business” for a summary of these covenants.

We may be unable to service our indebtedness.

Our ability to make scheduled payments on and to refinance our indebtedness depends on and is subject to our future financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business and other factors beyond our control, including the availability of financing in the international banking and capital markets. Our business may fail to generate sufficient cash flow from operations or future borrowings may be unavailable to us under the Second Amended Credit Facility or from other sources in an amount sufficient to enable us to service our debt, to refinance our debt or to fund our other liquidity needs. If we are unable to meet our debt obligations or to fund our other liquidity needs, we will need to restructure or refinance all or a portion of our debt. We may be unable to refinance such debt on commercially reasonable terms or at all. If we were unable to make payments or refinance our debt or obtain new financing under these circumstances, we would have to consider other options, such as asset sales, equity issuances and/or negotiations with our lenders to restructure such debt. The Second Amended Credit Agreement and the indenture governing the Notes restrict, and market or business conditions may limit our ability to take, these actions. Any debt restructuring or refinancing could be at higher interest rates and may require us to comply with more onerous covenants that could further restrict our business operations.

We rely on our subsidiaries for our operating funds.

We conduct our operations through subsidiaries and depend on our subsidiaries for the funds necessary to operate and repay our debt obligations, including funds transfers to us which are necessary to make the payments due under the Notes. The obligations under the Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured basis, by us and all of our existing and future subsidiaries (other than CTR Partnership, L.P. and CareTrust Capital Corp.) that guarantee obligations under the Second Amended Credit Facility. However, under certain circumstances, one or more of our subsidiaries

may be released from, or may not be required to provide, a guarantee of the Notes, and in such circumstances, will not be responsible for any obligations with respect to the Notes. Each of our subsidiaries is a distinct legal entity and has no obligation, contingent or otherwise, to transfer funds to us. In addition, the ability of our subsidiaries to transfer funds to us could be restricted by the terms of subsequent financings.

Covenants in our debt agreements restrict our activities and could adversely affect our business.

Our debt agreements contain covenants that limit our and our subsidiaries' ability to engage in various transactions including, as applicable: incurring or guaranteeing additional secured and unsecured debt; creating liens on our and our subsidiaries' assets; paying dividends or making other distributions on, redeeming or repurchasing capital stock; making investments or other restricted payments; entering into transactions with affiliates; engaging in non-healthcare related business activities; creating restrictions on the ability of our subsidiaries to pay distributions or other amounts to us; selling assets; effecting a consolidation or merger or selling all or substantially all of our assets; making acquisitions; and amending organizational documents.

These covenants limit our operational flexibility and could prevent us from taking advantage of business opportunities as they arise, growing our business or competing effectively. The Second Amended Credit Agreement requires us to comply with financial maintenance covenants to be tested quarterly and also contains customary events of default, including the failure to make timely payments under the Second Amended Credit Facility or other material indebtedness, failure to satisfy certain covenants (including financial maintenance covenants), the occurrence of a change of control and specified events of bankruptcy and insolvency. Our ability to meet these requirements may be affected by events beyond our control and, if we fail to do so, we may be unable to obtain waivers from the lenders or amend the covenants.

Increases in interest rates could increase our existing and future debt borrowing costs and adversely affect our stock price.

Certain of our existing debt obligations require interest and related payments to vary with the movement of certain indices, and we may incur additional indebtedness in connection with new credit facilities or financing of acquisitions or development activities. Increased interest rates have increased and may continue to increase our interest costs for any new debt and our obligations under our Revolving Facility and Term Loan, which could make acquisition financings more costly or lower our current period earnings. Rising interest rates could limit our ability to refinance existing debt when it matures or cause us to pay higher interest rates upon refinancing. In addition, interest rate increases could decrease credit access globally, thereby decreasing the amount others are willing to pay for our assets and limiting our ability to reposition our portfolio promptly in response to changes in economic or other conditions. Further, the dividend yield on our common stock, as a percentage of the price of such common stock, will influence the price of such common stock. Thus, an increase in market interest rates may lead prospective purchasers of our common stock to expect a higher dividend yield, which could adversely affect the market price of our common stock.

Our Second Amended Credit Agreement uses Secured Overnight Financing Rate ("SOFR"), as a reference rate for our Term Loan and Revolving Facility, such that the interest rate applicable to such loans may, at our option, be calculated based on SOFR. The publication of SOFR began in April 2018, and, therefore, it has a very limited history. In addition, the future performance of SOFR cannot be predicted based on its limited historical performance. Future levels of SOFR may bear little or no relation to the historical actual or historical indicative data. Prior observed patterns, if any, in the behavior of market variables and their relation to SOFR, such as correlations, may change in the future. Because only limited historical data has been released by the Federal Reserve Bank of New York, such analysis inherently involves assumptions, estimates and approximations. The future performance of SOFR is impossible to predict and therefore no future performance of SOFR may be inferred from any of the historical actual or historical indicative data. Hypothetical or historical performance data are not indicative of, and have no bearing on, the potential performance of SOFR or any SOFR-linked notes.

SOFR is a relatively new rate, and the Federal Reserve Bank of New York (or a successor) or CME Group Benchmark Administration Ltd., as administrator of SOFR, may make methodological or other changes that could change the value of SOFR, including changes related to the methods by which SOFR is calculated, eligibility criteria applicable to the transactions used to calculate SOFR, or the averages or periods used to report SOFR. The administrator of SOFR may withdraw, modify, amend, suspend or discontinue the calculation or dissemination of SOFR in its sole discretion and without notice and has no obligation to consider the interests of holders of SOFR debt in calculating, withdrawing, modifying, amending, suspending or discontinuing SOFR.

As a result, we may experience volatility or increases in interest rates on our variable rate debt, which could adversely impact our interest expense, results of operations and cash flows.

A credit rating downgrade could impair our ability to obtain additional debt financing on favorable terms, if at all, and significantly reduce the trading price of our common stock.

Our credit rating can affect the amount, type and terms of capital financings we obtain. Factors affecting our credit rating include, among others, our financial performance, success in raising sufficient equity capital, adverse changes in our debt and

fixed charge coverage ratios, our capital structure, level of indebtedness and future changes in the regulatory framework applicable to our operators and industry. We may be unable to maintain our current credit ratings, and in the event that our current credit ratings deteriorate, a ratings agency downgrades our credit rating or places our rating under watch or review for possible downgrade, we would likely incur higher borrowing costs, which would make it more difficult or expensive to obtain additional financing or refinance existing obligations and commitments and the trading price of our common stock may decline.

Risks Related To Our Common Stock and Organizational Documents

Our charter restricts the ownership and transfer of our outstanding stock, which may have the effect of delaying, deferring or preventing a transaction or change of control of our company.

In order for us to qualify to be taxed as a REIT, not more than 50% in value of our outstanding shares of stock may be owned, beneficially or constructively, by five or fewer individuals at any time during the last half of each taxable year after our first taxable year as a REIT. Additionally, at least 100 persons must beneficially own our stock during at least 335 days of a taxable year (other than our first taxable year as a REIT). Our charter, with certain exceptions, authorizes our board of directors to take such actions as are necessary and desirable to preserve our qualification as a REIT. Our charter also provides that, unless exempted by the board of directors, no person may own more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of our common stock, or more than 9.8% in value of the outstanding shares of all classes or series of our stock. The constructive ownership rules are complex and may cause shares of stock owned directly or constructively by a group of related individuals or entities to be constructively owned by one individual or entity. These ownership limits could delay or prevent a transaction or a change in control of us that might involve a premium price for shares of our stock or otherwise be in our stockholders' best interests. The acquisition of less than 9.8% of our outstanding stock by an individual or entity could cause that individual or entity to own constructively in excess of 9.8% in value of our outstanding stock, and thus violate our charter's ownership limit. Our charter also prohibits any person from owning shares of our stock that would result in our being "closely held" under Section 856(h) of the Code or otherwise cause us to fail to qualify to be taxed as a REIT. In addition, our charter provides that (i) no person shall beneficially or constructively own shares of stock to the extent such beneficial or constructive ownership of stock would result in us failing to qualify as a "domestically controlled qualified investment entity" within the meaning of Section 897(h) of the Code, and (ii) no person shall beneficially or constructively own shares of stock to the extent such beneficial or constructive ownership would cause us to own, beneficially or constructively, more than a 9.9% interest (as set forth in Section 856(d)(2)(B) of the Code) in a tenant of our real property. Any attempt to own or transfer shares of our stock in violation of these restrictions may result in the transfer being automatically void.

Maryland law and provisions in our charter and bylaws may inhibit our stockholders from realizing a premium on their stock by delaying or preventing takeover attempts by third parties.

Our charter, bylaws and Maryland law contain provisions intended to deter coercive takeovers and inadequate takeover bids and to encourage prospective acquirors to negotiate with our board of directors rather than to attempt a hostile takeover. As currently in effect, our charter and bylaws, among other things, (1) contain transfer and ownership restrictions on the percentage by number and value of outstanding shares of our stock that may be owned or acquired by any stockholder; (2) prohibit stockholders action by non-unanimous written consent; (3) permit the board of directors, without further action of the stockholders, to amend the charter to increase or decrease the aggregate number of authorized shares or the number of shares of any class or series that may be issued; (4) permit the board of directors to classify or reclassify any unissued shares of common or preferred stock and set the preferences, rights and other terms of the classified or reclassified shares; (5) establish certain advance notice procedures for stockholder proposals, and provide procedures for the nomination of candidates for our board of directors; (6) provide that special meetings of stockholders may only be called by the Company or upon written request of 25% of all the votes entitled to be cast at such meeting; (7) provide that a director may only be removed by stockholders for cause and upon the vote of two-thirds of the outstanding shares of common stock; and (8) require supermajority approval to amend or repeal certain charter provisions. In addition, specific anti-takeover provisions of the Maryland General Corporation Law ("MGCL") could make it more difficult for a third party to attempt a hostile takeover, including:

- "business combination" provisions that, subject to limitations, prohibit certain business combinations between us and an "interested stockholder" (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose special appraisal rights and special stockholder voting requirements on these combinations; and
- "control share" provisions that provide that "control shares" of our company (defined as shares which, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of ownership or control of "control shares") have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

We believe these provisions protect our stockholders from coercive or unfair takeover tactics by requiring potential acquirors to negotiate with our board of directors and by providing our board of directors with more time to assess any acquisition proposal. These provisions are not intended to prevent all takeovers, but they may delay, defer or prevent a change of control transaction even if such transaction involves a premium price for our common stock or it is in our stockholders' best interests. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

Our bylaws provide that the Circuit Court for Baltimore City, Maryland will be the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees.

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the Circuit Court for Baltimore City, Maryland is the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of us, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee, (iii) any action asserting a claim arising pursuant to any provision of the MGCL, or (iv) any action asserting a claim governed by the internal affairs doctrine, and any of our record or beneficial stockholders who commences such an action shall cooperate in a request that the action be assigned to the Court's Business & Technology Case Management Program. This exclusive forum provision is intended to apply to claims arising under the MGCL and would not apply to claims brought pursuant to the Exchange Act of 1934 or Securities Act of 1933, each as amended, or any other claim for which the federal courts have exclusive jurisdiction. The exclusive forum provision in our bylaws will not relieve us of our duties to comply with the federal securities laws and the rules and regulations thereunder, and our stockholders will not be deemed to have waived our compliance with these laws, rules and regulations.

This exclusive forum provision may limit a stockholder's ability to bring a claim in a judicial forum of its choosing for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. In addition, stockholders who do bring a claim in the Circuit Court for Baltimore City, Maryland could face additional litigation costs in pursuing any such claim, particularly if they do not reside in or near Maryland. The Circuit Court for Baltimore City, Maryland may also reach different judgments or results than would other courts, including courts where a stockholder would otherwise choose to bring the action, and such judgments or results may be more favorable to us than to our stockholders. However, the enforceability of similar exclusive forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find this type of provision and/or the jurisdictional limitation contained therein to be inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings. If a court were to find the exclusive forum provision contained in our bylaws to be inapplicable or unenforceable in an action, we might incur additional costs associated with resolving such action in other jurisdictions.

General Risk Factors

We rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We rely on information technology networks and systems, including the internet, to process, transmit and store electronic information, and to manage or support our business processes, including financial transactions and records, and maintaining personal information and tenant and lease data. We purchase some of our information technology from vendors, on whom our systems depend. We rely on commercially available systems, software, tools and monitoring to provide security for the processing, transmission and storage of confidential tenant and customer data, including financial account information. While we have taken steps to protect the security of our information systems, we have, from time to time, experienced cyber incidents of varying degrees, although none of these cyber incidents have had a material adverse impact on our business, financial condition or results of operations. It is possible that in the future our safety and security measures will not prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable or proprietary information and any such event could materially and adversely impact our business, financial condition or results of operations. In addition, data security incidents could occur due to unintentional misconfiguration of data management tools and network security systems. Due to the fast pace and unpredictability of cyber threats, measures for addressing cybersecurity risks may become obsolete quickly.

Security breaches, including physical or electronic break-ins, computer viruses, malware, phishing attacks, worms, attacks by hackers or foreign governments, disruptions from unauthorized access and tampering (including through social engineering such as phishing attacks), coordinated denial-of-service attacks, impersonation of authorized users and similar incidents, can create system disruptions, shutdowns or result in a loss of company assets or unauthorized disclosure of confidential information. The risk of security incidents has generally increased as the number, intensity and sophistication of attacks and intrusions from around the world have increased. In some cases, it may be difficult to anticipate or immediately detect such incidents and the damage they cause. In addition, our technology infrastructure and information systems are vulnerable to damage or interruption from natural disasters, power loss and telecommunications failures. Failure to maintain proper function, security and availability of our information systems and the data maintained in those systems could interrupt

our operations, damage our reputation, subject us to liability claims or regulatory penalties and could have a material adverse effect on our business, financial condition and results of operations.

We have and may in the future incur impairment charges, which could negatively impact our results of operations.

At each reporting period, we evaluate our real estate investments and other assets for impairment indicators whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The existence of impairment indicators is based on factors such as market conditions, operator performance and legal structure. If we determine that an impairment has occurred, we are required to adjust the net carrying value of the asset, which could have a material adverse effect on our results of operations in the period in which the write-off occurs. For example, in the twelve months ended December 31, 2022, we recorded impairment charges of approximately \$79.1 million, contributing to the net loss of \$7.5 million for the year.

We cannot assure you of our ability to pay dividends in the future.

We expect to make quarterly dividend payments in cash with the annual dividend amount no less than 90% of our annual REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains. Our ability to pay dividends may be adversely affected by a number of factors, including the risk factors described in this annual report. Dividends are authorized by our board of directors and declared by us based upon a number of factors, including but not limited to actual results of operations, restrictions under Maryland law or applicable debt covenants, our financial condition, our taxable income, the annual distribution requirements under the REIT provisions of the Code and our operating expenses. There is no assurance that our operating results will allow for specified levels of cash dividends or year-to-year increases in the future.

Furthermore, while we are required to pay dividends in order to maintain our REIT status (as described under “Risks Related to Our Status as a REIT - REIT distribution requirements could adversely affect our ability to execute our business plan”), we may elect not to maintain our REIT status and discontinue paying dividends. Even if we do elect to maintain our REIT status, after completing various procedural steps, we may elect to comply with the applicable distribution requirements by distributing, under certain circumstances, a portion of the required amount in the form of shares of our common stock in lieu of cash. Either of these actions could negatively affect our business and financial condition as well as the market price of our common stock.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

As of December 31, 2022, all of our properties are leased under long-term, triple-net leases, except for two ALFs for which we are in the process of identifying an operator and two ALFs which are being repurposed. The following table displays the expiration of the annualized contractual cash rental income under our lease agreements as of December 31, 2022 by year and total investment (dollars in thousands) and, in each case, without giving effect to any renewal or purchase options:

Lease Maturity Year	Investment ⁽¹⁾	Percent of Total Investment	Rent ⁽¹⁾	Percent of Total Rent
2024	\$ 15,800	0.9 %	\$ 1,537	0.8 %
2027	46,801	2.6 %	5,342	2.8 %
2029	114,116	6.3 %	9,051	4.8 %
2030	119,868	6.6 %	11,353	6.0 %
2031	527,678	29.0 %	54,672	29.1 %
2032	179,936	9.9 %	18,027	9.6 %
2033	125,216	6.9 %	19,847	10.6 %
2034	438,011	24.1 %	43,925	23.4 %
2036	146,487	8.1 %	13,862	7.4 %
2038	103,001	5.6 %	10,401	5.5 %
Total	\$ 1,816,914	100.0 %	\$ 188,017	100.0 %

(1) Amounts exclude properties classified as held for sale as of December 31, 2022.

See the “Tenant Purchase Options” section of Note 3, *Real Estate Investments, Net* in the Notes to consolidated financial statements for additional information on leases subject to purchase options.

The information set forth under “Portfolio Summary” in Item 1 of this Annual Report on Form 10-K is incorporated by reference herein.

ITEM 3. Legal Proceedings

The Company and its subsidiaries are and may become from time to time a party to various claims and lawsuits arising in the ordinary course of business, but none of the Company or any of its subsidiaries is, and none of their respective properties are, the subject of any material legal proceedings. Claims and lawsuits may include matters involving general or professional liability asserted against our tenants, which are the responsibility of our tenants and for which we are entitled to be indemnified by our tenants under the insurance and indemnification provisions in the applicable leases.

ITEM 4. Mine Safety Disclosures

None.

PART II

ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of

Common Equity

Our common stock is listed on the New York Stock Exchange under the symbol “CTRE.”

At February 8, 2023, we had approximately 43 stockholders of record.

To maintain REIT status, we are required each year to distribute to stockholders at least 90% of our annual REIT taxable income after certain adjustments. All distributions will be made by us at the discretion of our board of directors and will depend on our financial position, results of operations, cash flows, capital requirements, debt covenants (which include limits on distributions by us), applicable law, and other factors as our board of directors deems relevant. For example, while the Notes and our Second Amended Credit Agreement permit us to declare and pay any dividend or make any distribution that is necessary to maintain our REIT status, those distributions are subject to certain financial tests under the indenture governing the Notes, and therefore, the amount of cash distributions we can make to our stockholders may be limited.

Distributions with respect to our common stock can be characterized for federal income tax purposes as taxable ordinary dividends, nondividend distributions or a combination thereof. Following is the characterization of our annual cash dividends on common stock:

Common Stock	Year Ended December 31,	
	2022	2021
Ordinary dividend	\$ 0.4291	\$ 0.9411
Non-dividend distributions	0.6609	0.1039
Total taxable distribution	1.0900	1.0450
Distributions allocated from prior tax year ⁽¹⁾	(0.2650)	(0.2500)
Distributions allocated to subsequent tax year ⁽²⁾	0.2750	0.2650
Total distributions declared	\$ 1.1000	\$ 1.0600

(1) Because our aggregate cash distributions exceeded our annual earnings and profits, the cash distribution declared in the fourth quarter of 2021 and paid in January 2022, of \$0.265 per share, was treated as a 2022 distribution for federal income tax purposes.

(2) Because our aggregate cash distributions exceeded our annual earnings and profits, the cash distribution declared in the fourth quarter of 2022 and paid in January 2023, of \$0.275 per share, will be treated as a 2023 distribution for federal income tax purposes.

Unregistered Sales of Equity Securities

On March 20, 2020, our board of directors authorized a share repurchase program to repurchase up to \$150.0 million of outstanding shares of our common stock (the “Repurchase Program”). Repurchases under the Repurchase Program, which expires on March 31, 2023, may be made through open market purchases, privately negotiated transactions, structured or derivative transactions, including accelerated share repurchase transactions, or other methods of acquiring shares, in each case subject to market conditions and at such times as shall be permitted by applicable securities laws and determined by management. Repurchases under the Repurchase Program may also be made pursuant to a plan adopted under Rule 10b5-1 promulgated under the Exchange Act. We expect to finance any share repurchases under the Repurchase Program using available cash and may also use short-term borrowings under the Revolving Facility. We did not repurchase any shares of common stock under the Repurchase Program during the years ended December 31, 2022, 2021 and 2020. The Repurchase Program may be modified, discontinued or suspended at any time.

Stock Price Performance Graph

The graph below compares the cumulative total return of our common stock, the S&P 500 Index, the S&P 500 REIT Index, the RMS (MSCI U.S. REIT Total Return Index) and the Russell 2000 Index (“Russell 2000”). We plan to replace the S&P 500 Index with the Russell 2000 as we have determined that the Russell 2000 is a more comparable index for us in terms of market capitalization. Total cumulative return is based on a \$100 investment in CareTrust REIT common stock and in each of the indices at the market close on December 29, 2017 and assumes quarterly reinvestment of dividends before consideration of income taxes. Stockholder returns over the indicated periods should not be considered indicative of future stock prices or stockholder returns.

COMPARISON OF CUMULATIVE TOTAL RETURN AMONG S&P 500, S&P 500 REIT INDEX, RMS, RUSSELL 2000 AND CARETRUST REIT, INC.

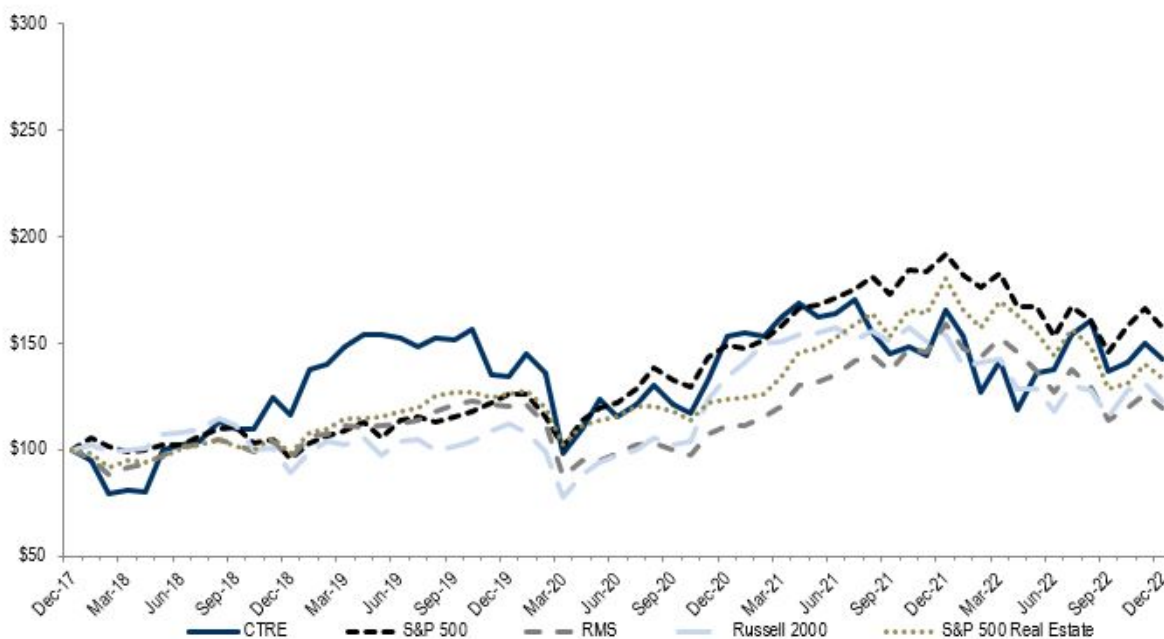
RATE OF RETURN TREND COMPARISON

DECEMBER 29, 2017 - DECEMBER 30, 2022

(DECEMBER 29, 2017 = \$100)

Stock Price Performance Graph Total Return

The stock performance graph shall not be deemed soliciting material or to be filed with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or to the liabilities of Section 18 of the Exchange Act, nor shall it be incorporated by reference into any past or future filing under the Securities Act of 1933 or the Exchange Act, except to the extent we specifically request that it be treated as soliciting material or specifically incorporate it by reference into a filing under the Securities Act of 1933 or the Exchange Act.



	December 31,					
	2017	2018	2019	2020	2021	2022
CareTrust REIT, Inc.	\$ 100.00	\$ 115.79	\$ 134.62	\$ 153.01	\$ 165.07	\$ 142.46
S&P 500	\$ 100.00	\$ 95.62	\$ 125.72	\$ 148.85	\$ 191.58	\$ 156.89
RMS	\$ 100.00	\$ 95.43	\$ 120.09	\$ 110.99	\$ 158.79	\$ 119.87
Russell 2000	\$ 100.00	\$ 88.99	\$ 111.70	\$ 134.00	\$ 153.85	\$ 122.41
S&P 500 Real Estate Index	\$ 100.00	\$ 97.78	\$ 126.15	\$ 123.41	\$ 180.42	\$ 133.28

ITEM 6. [Reserved]

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion below contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those which are discussed in the section titled "Risk Factors." Also see "Statement Regarding Forward-Looking Statements" preceding Part I.

The following discussion and analysis should be read in conjunction with our accompanying consolidated financial statements and the notes thereto.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations is organized as follows:

- Overview
- Recent Developments
- Results of Operations
- Liquidity and Capital Resources
- Critical Accounting Estimates
- Impact of Inflation

Overview

CareTrust REIT is a self-administered, publicly-traded REIT engaged in the ownership, acquisition, financing, development and leasing of skilled nursing, seniors housing and other healthcare-related properties. As of December 31, 2022, CareTrust REIT's real estate portfolio comprised of 216 skilled nursing facilities ("SNFs"), multi-service campuses, assisted living facilities ("ALFs") and independent living facilities ("ILFs"), consisting of 22,831 operational beds and units located in 28 states with the highest concentration of properties by rental income located in California, Texas, Louisiana, Idaho and Arizona. As of December 31, 2022, we also had other real estate investments consisting of three real estate secured loans receivable and two mezzanine loans receivable with a carrying value of \$156.4 million.

Recent Developments

COVID-19 Update

Tenants of our properties operating pursuant to triple-net master leases have been adversely impacted, and we expect that they will continue to be adversely impacted, by the COVID-19 pandemic. Our tenants are experiencing increased operating costs as a result of actions they are taking to prevent or mitigate the outbreak or spread of COVID-19 at their facilities. Our tenants are also experiencing labor shortages resulting in limited admissions, reduced occupancy and higher agency expense. While our tenants have experienced some recent increases in occupancy, occupancy rates are still below pre-pandemic levels. The current limited availability or unavailability of grants and other funds being made available to our seniors housing facilities for healthcare related expenses or lost revenues attributable to COVID-19, as well as the tapering of grants and other funds for our SNFs, has also impacted some of our tenants' ability to continue to meet some of their financial obligations, as they continue to experience lower occupancy levels and higher operating costs. In some cases, we may have to restructure tenants' long-term rent obligations and may not be able to do so on terms that are as favorable to us as those currently in place.

At a portfolio wide level, occupancy levels at our seniors housing facilities remained relatively stable from the onset of the COVID-19 pandemic until the beginning of the fourth quarter of 2020, at which time we began to see a decline. This decline in occupancy continued through the fourth quarter of 2021; however, seniors housing facilities occupancy has begun to increase in the beginning of the first quarter of 2022 and continued throughout 2022. Occupancy levels at our SNFs, which declined at the onset of the COVID-19 pandemic and continued to decline through January 2021, have been on a steady incline through the fourth quarter of 2022. Beginning in early 2020, the federal government temporarily suspended the three-day hospital stay requirement for a patient's Medicare benefits to refresh. Providers can now "skill in place," eliminating the risk of transferring the patient to the hospital. Because of this temporary rule change, overall skilled mix remained slightly elevated in the three months ended December 31, 2022 compared to the pre-pandemic skilled mix during the three months ended March 31, 2020. An increase in skilled mix can, but may not necessarily, offset some or all of the adverse financial impact to the operator of the SNF from a decline in occupancy. However, the skilled mix in our SNFs during the three months ended December 31, 2022 was lower than the peak level seen in December 2020, and we anticipate that skilled mix in our SNFs will continue to decline as cases of COVID-19 decline and temporary suspensions are retired.

The Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") included a temporary suspension of a 2% Medicare sequestration cut through the end of March 2022. Beginning April 1, 2022, a 1% sequestration cut went into effect through June 30, 2022 with the full 2% cut resuming thereafter. On January 30, 2023, the U.S. Department of Health and Human Services ("HHS") announced that the COVID-19 Public Health Emergency ("PHE") will end on May 11, 2023. The PHE has allowed HHS to provide temporary regulatory waivers, including the waiver of the three-day hospital stay requirement for a patient's Medicare benefits to refresh. The temporary 6.2% increase in Federal Medical Assistance Percentages ("FMAP") was approved retroactive to January 1, 2020, but is expected to be phased down by December 31, 2023 under the Consolidated Appropriations Act of 2023 and the ending of the PHE. With the expiration of the PHE and the potential lifting of the three-day hospital stay requirement, SNFs may experience decreases in occupancy levels or revenues, which may adversely impact the business and financial condition of the operators of our SNFs.

As a result of the foregoing impacts of the COVID-19 pandemic and actions taken in response, our tenants' ability to continue to meet some of their financial obligations to us has been negatively impacted. See "Impairment of Real Estate Assets, Assets Held for Sale and Asset Sales" below. During the three and twelve months ended December 31, 2022, we collected 95.5% and 95.2% of contractual rents due from our operators including cash deposits used to offset rent shortfalls, respectively. During both the three and twelve months ended December 31, 2022, we collected 94.0% of contractual rents due from our operators excluding cash deposits. In January 2023, we collected 94.5% of contractual rents due from our operators.

During the year ended December 31, 2022, we determined that it was not probable that we would collect substantially all of the contractual obligations from five existing and former operators and, accordingly, we reversed \$0.7 million of operating expense reimbursements, \$0.2 million of contractual rent and \$0.5 million of straight-line rent. In addition, we determined that the collectibility of contractual rents from four operators was not probable and we moved these four operators to a cash basis method of accounting during the year ended December 31, 2022.

Impact of Macroeconomic Conditions

The substantial inflationary pressures that our economy continues to face has resulted in many headwinds for us and our tenants, most notably in the form of rising interest rates, volatility in the capital markets, a softening of consumer sentiment and signs of a potential broader economic slowdown. These current macroeconomic conditions, particularly inflation (including rising wages and supply costs), rising interest rates and related changes to consumer spending, including, but not limited to, causing individuals to delay or defer moves to seniors housing, has adversely impacted and could continue to adversely impact our tenants' ability to meet some of their financial obligations to us. Rising interest rates also increase our costs of capital to finance acquisitions and increase our borrowing costs, and future changes in market interest rates could materially impact the estimated discounted cash flows that are used to determine the fair value of our other real estate related investments. In addition, current macroeconomic conditions and the resulting market volatility may adversely impact our ability to sell properties on acceptable terms, if at all, which could result in additional impairment charges.

For more information regarding the potential impact of COVID-19 and macroeconomic conditions on our business, see "Risk Factors" in Item 1A of this report.

SNF Reimbursement Rates

On July 29, 2022, the Centers for Medicare and Medicaid Services (“CMS”) issued a final rule that will increase the aggregate net payment by 2.7% for fiscal year 2023. CMS estimates that the aggregate impact of the payment policies in the final rule will result in an increase of approximately \$904 million in Medicare Part A payments to SNFs in fiscal year 2023 compared to fiscal year 2022. The payment rates became effective on October 1, 2022.

Impairment of Real Estate Assets, Assets Held for Sale, and Asset Sales

In connection with our ongoing review and monitoring of our investment portfolio and the performance of our tenants, during the first quarter of 2022, we determined to pursue the sale of 27 properties and the repurposing of three properties, representing an aggregate of approximately 10% of contractual cash rent as of March 31, 2022. As of March 31, 2022, we determined that these 27 properties met the criteria to be classified as assets held for sale. During the year ended December 31, 2022, we recognized an aggregate impairment charge of \$79.1 million, of which \$45.0 million related to 12 facilities that have been sold, \$18.0 million related to 10 facilities that were classified as held for sale in the first quarter of 2022 and reclassified to held for use in the third and fourth quarters of 2022, \$14.4 million related to five facilities that were held for sale as of December 31, 2022, and \$1.7 million related to one facility that was held for use during the year. For properties classified as held for sale, the impairment charges were recognized to write down the properties to the lower of their carrying value or their aggregate fair value, less estimated costs to sell. For properties classified as held for use, the impairment charges were recognized to write down the properties to their fair value.

Following the asset sales and held for sale reclassifications discussed below, five properties continued to meet the criteria to be classified as held for sale as of December 31, 2022. As of December 31, 2022, the real estate assets comprising the remaining five properties classified as held for sale had an aggregate carrying value of \$12.3 million.

Asset Sales and Held for Sale Reclassifications

During the first quarter of 2022, we determined that one ALF that was classified as held for sale at December 31, 2021 no longer met the held for sale criteria. We reclassified this ALF’s carrying value of \$4.8 million out of assets held for sale and recorded catch-up depreciation of approximately \$0.1 million during the year ended December 31, 2022.

During the first quarter of 2022, we closed on the sale of one SNF consisting of 83 beds located in Washington with a carrying value of \$0.8 million, for net sales proceeds of \$1.0 million. During the year ended December 31, 2022, we recorded a gain of \$0.2 million in connection with the sale.

During the third quarter of 2022, we determined that one ALF, with a carrying value of \$4.9 million, that was classified as held for sale at June 30, 2022 no longer met the held for sale criteria. We reclassified this ALF out of assets held for sale at its fair value at the date of the decision not to sell of approximately \$4.9 million.

During the third quarter of 2022, we closed on the sale of six SNFs and one multi-service campus, operated by affiliates of Trio Healthcare Holdings, LLC (“Trio”), consisting of 708 beds located in Ohio for net proceeds of \$32.8 million. In connection with the sale, we provided affiliates of the purchaser of the properties with a \$7.0 million term loan that bears interest at 8.5% and has a maturity date of September 30, 2025. We also provided a \$5.0 million bridge loan to four individuals that bore interest at 8.5% and was subsequently paid off during the fourth quarter of 2022. Prior to their sale, the seven properties had been classified as held for sale, with a carrying value of \$46.9 million. During the year ended December 31, 2022, we recorded a loss of \$2.1 million in connection with the sale.

During the fourth quarter of 2022, we closed on the sale of five ALFs, operated by affiliates of Noble VA Holdings, LLC (“Noble”), consisting of 301 beds located in Virginia for net proceeds of \$11.0 million. Prior to their sale, the five properties had been classified as held for sale, with a carrying value of \$12.7 million. During the year ended December 31, 2022, we recorded a loss of \$1.7 million in connection with the sale.

During the fourth quarter of 2022, we determined that nine ALFs, with a carrying value of \$50.8 million, that were classified as held for sale at September 30, 2022, no longer met the held for sale criteria. We reclassified the nine ALFs out of assets held for sale at their fair value at the date of the decision not to sell of approximately \$47.8 million.

During the first quarter of 2023, we closed on the sale of one ALF, with a carrying value of \$3.3 million, which approximated the net sales proceeds received. The facility was classified as held for sale at December 31, 2022.

Impairment of Assets Held For Use

During the second quarter of 2022, we recognized an impairment charge of \$1.7 million related to one SNF. We wrote down its carrying value of \$2.8 million to its estimated fair value of \$1.1 million.

Portfolio Activity

During the year ended 2022, two leases we entered into with Landmark Recovery of Maryland, LLC (“Landmark Maryland”) and Landmark Recovery of Florida, LLC (“Landmark Florida”) commenced. In connection with the leases, we are repurposing two existing ALFs (previously leased to affiliates of Noble Senior Services) as behavioral health treatment centers that will be operated by Landmark Maryland and Landmark Florida, respectively. Rent under the leases will commence 12 to 18 months following commencement of the lease term or, if earlier, upon Landmark Maryland and Landmark Florida obtaining all licensure, permits, and other required regulatory authorizations with respect to operating the facility. The leases will expire on the 20th anniversary of the rent commencement date and both contain one 10-year renewal option and CPI-based rent escalators. See Note 3, *Real Estate Investments, Net* in the Notes to consolidated financial statements for additional information.

Recent Investments

From January 1, 2022 through February 9, 2023, we acquired one SNF and one multi-service campus for approximately \$21.9 million, which includes capitalized acquisition costs. These acquisitions are expected to generate initial annual cash revenues of approximately \$2.1 million and an initial blended yield of approximately 9.4%. See Note 3, *Real Estate Investments, Net* in the Notes to consolidated financial statements for additional information.

In September 2022, we extended a \$24.9 million term loan as part of a larger, multi-tranche real estate secured term loan facility to a skilled nursing real estate owner. The secured term loan was structured with an “A” and a “B” tranche (with the payments on the “B” tranche being subordinate to the “A” tranche pursuant to the terms of a written agreement between the lenders). Our \$24.9 million secured term loan constituted the entirety of the “B” tranche with its payments subordinated accordingly. The secured term loan is primarily secured by four skilled nursing facilities operated by an operator in the Southeast. The “B” tranche secured term loan is set to mature on September 8, 2025, with two one-year extension options and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date for an exit fee ranging from 1% to 3% of the loan plus unpaid interest payments; provided, however, that no exit fee is payable in connection with portions of the loan being refinanced pursuant to a loan (or loans) provided by or insured by the United States Department of Housing and Urban Development, Federal Housing Administration, or a similar governmental authority. The “B” tranche secured term loan provides for an earnout advance of \$4.7 million if certain conditions are met. The “B” tranche secured term loan bears interest at a rate based on term secured overnight financing rate (“SOFR”), calculated as a fraction, with the numerator being the difference between (i) the monthly payment of interest of term SOFR plus a 4.50% spread and (ii) the amount of such monthly payment of interest of term SOFR plus a 2.85% spread, and with the denominator being the average daily balance of the outstanding principal amount during the applicable month, with such fraction expressed as a percentage and annualized, with a term SOFR floor of 1.00% and less a subservicing fee of 100% over 9.00%. The “B” tranche secured term loan requires monthly interest payments.

In August 2022, we extended a \$22.3 million term loan as part of a larger, multi-tranche real estate secured term loan facility to a skilled nursing real estate owner. The secured term loan was structured with an “A” and a “B” tranche (with the payments on the “B” tranche being subordinate to the “A” tranche pursuant to the terms of a written agreement between the lenders). Our \$22.3 million secured term loan constituted the entirety of the “B” tranche with its payments subordinated accordingly. The secured term loan is primarily secured by five skilled nursing facilities, four of which will be operated by an existing operator and one of which will be operated by a large, regional skilled nursing operator. The “B” tranche secured term loan is set to mature on August 1, 2025, with two one-year extension options and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date for an exit fee ranging from 2% to 3% of the loan plus unpaid interest payments; provided, however, that no exit fee is payable in connection with portions of the loan being refinanced pursuant to a loan (or loans) provided by or insured by the United States Department of Housing and Urban Development, Federal Housing Administration, or a similar governmental authority. The “B” tranche secured term loan bears interest at a rate based on term SOFR, calculated as a fraction, with the numerator being the difference between (i) the monthly payment of interest of term SOFR plus a 4.25% spread and (ii) the amount of such monthly payment of interest of term SOFR plus a 2.75% spread, and with the denominator being the average daily balance of the outstanding principal amount during the applicable month, with such fraction expressed as a percentage and annualized, with a term SOFR floor of 1.00% and less a subservicing fee of 50% over 8.25%. The “B” tranche secured term loan requires monthly interest payments.

In June 2022, we extended a \$75.0 million term loan to a skilled nursing real estate owner as part of a larger, multi-tranche, senior secured term loan facility. The senior secured term loan was structured with an “A” tranche, a “B” tranche, and a “C” tranche (with the “C” tranche being the most subordinate). Our \$75.0 million term loan constituted the entirety of the “C” tranche with its payments subordinated accordingly. The senior secured term loan facility is secured by an 18-facility skilled nursing portfolio in the Mid-Atlantic region, to be operated by a large, regional skilled nursing operator. In connection with the senior secured term loan facility and the borrower’s acquisition of the skilled nursing portfolio, we also extended to the borrower group a \$25.0 million mezzanine loan. The “C” tranche term loan bears interest at 8.5%, less a servicing fee equal to the positive difference, if any, between the lesser of the contractual interest payment and actual payment of interest made by the borrower and a hypothetical interest payment at a rate of 8.25%, resulting in an effective interest rate of 8.375%. The “C” tranche term loan is set to mature on June 30, 2027 and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date for an exit fee ranging from 1% to 3% of the loan plus unpaid interest payments through the end of the month of prepayment; provided, however, that no exit fee is payable in connection with portions of the loan being refinanced pursuant to a loan (or loans) provided by or insured by the United States Department of Housing and Urban Development, Federal Housing Administration, or a similar governmental authority. The mezzanine loan bears interest at 11% and is secured by a pledge of membership interests in an up-tier affiliate of the borrower group. The mezzanine loan is set to mature on June 30, 2032, and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date, commencing on June 30, 2029, for an exit fee ranging from 1% to 3% of the loan plus unpaid interest payments through the date of prepayment. The “C” tranche term loan and mezzanine loan both require monthly interest payments.

At-The-Market Offering of Common Stock

On March 10, 2020, we entered into a new equity distribution agreement to issue and sell, from time to time, up to \$500.0 million in aggregate offering price of our common stock through an “at-the-market” equity offering program (the “ATM Program”).

The following table summarizes the ATM Program activity for the year ended December 31, 2022 (in thousands, except per share amounts).

	For the Year Ended December 31, 2022
Number of shares	2,405
Average sales price per share	\$ 20.00
Gross proceeds ⁽¹⁾	\$ 48,100

(1) Total gross proceeds is before \$0.6 million of commissions paid to the sales agents during the year ended December 31, 2022 under the ATM Program.

As of December 31, 2022, we had \$428.4 million available for future issuances under the ATM Program.

Results of Operations

Operating Results

Our primary business consists of acquiring, developing, financing and owning real property to be leased to third party tenants in the healthcare sector.

Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

	Year Ended December 31,		Increase (Decrease)	Percentage Difference
	2022	2021		
(dollars in thousands)				
Revenues:				
Rental income	\$ 187,506	\$ 190,195	\$ (2,689)	(1)%
Interest and other income	8,626	2,156	6,470	300 %
Expenses:				
Depreciation and amortization	50,316	55,340	(5,024)	(9)%
Interest expense	30,008	23,677	6,331	27 %
Property taxes	4,333	3,574	759	21 %
Impairment of real estate investments	79,062	—	79,062	*
Provision for loan losses, net	3,844	—	3,844	*
Property operating expenses	5,039	—	5,039	*
General and administrative	20,165	26,874	(6,709)	(25)%
Other loss:				
Loss on extinguishment of debt	—	(10,827)	10,827	(100)%
Loss on sale of real estate, net	(3,769)	(77)	(3,692)	*
Unrealized loss on other real estate related investments	(7,102)	—	(7,102)	*

- Not meaningful

Rental income. Rental income decreased by \$2.7 million as detailed below:

	Year Ended		
(in thousands)	December 31, 2022	December 31, 2021	Increase/(Decrease)
Contractual cash rent	\$ 186,131	\$ 186,501	\$ (370)
Tenant reimbursements	2,775	3,599	(824)
Total contractual rent ^[1]	188,906	190,100	(1,194)
Straight-line rent	17	32	(15)
Adjustment for collectibility ^[2]	(1,417)	—	(1,417)
Lease termination revenue	—	63	(63)
Total change in rental income	\$ 187,506	\$ 190,195	\$ (2,689)

^[1] Includes initial contractual cash rent and tenant reimbursements, as adjusted for applicable rental escalators and rent increases due to capital expenditures funded by the Company. For tenants on a cash basis, this represents the lesser of the amount that would be recognized on a straight-line basis or cash that has been received. Total contractual cash rent decreased by \$1.2 million due to a \$10.6 million decrease in rental income related to certain tenants on a cash basis method of accounting and a \$0.8 million decrease in tenant reimbursements, partially offset by an increase of \$5.9 million in contractual cash rent from real estate investments made after January 1, 2021 and \$4.3 million from increases in rental rates for our existing tenants.

^[2] During the year ended December 31, 2022, the Company wrote off \$1.4 million of uncollectible rent.

Interest and other income. The \$6.5 million, or 300%, increase in interest and other income is primarily due to an increase of \$6.7 million related to the origination of loans receivable in June, August and September 2022 partially offset by a

decrease of \$0.2 million related to repayments of other loans. See above under “Recent Developments” for additional information on the origination of loans receivable.

Depreciation and amortization. Depreciation and amortization expense decreased \$5.0 million, or 9%, for the year ended December 31, 2022 to \$50.3 million compared to \$55.3 million for the year ended December 31, 2021. The \$5.0 million decrease in depreciation and amortization was primarily due to a \$5.0 million decrease from assets sold and classified as held for sale and a decrease in depreciation of \$2.8 million due to assets becoming fully depreciated after January 1, 2021, partially offset by an increase in depreciation and amortization of \$2.8 million related to new real estate investments and capital improvements made after January 1, 2021.

Interest expense. Interest expense increased by \$6.3 million as detailed below:

	Change in interest expense for the year ended December 31, 2022 compared to the year ended December 31, 2021	
	(in thousands)	
Increases to interest expense due to:		
Issuance of the 2028 senior unsecured notes - June 17, 2021	\$	7,110
Increase in interest rates for the senior unsecured term loan		3,370
Increase in outstanding borrowing amount for the unsecured revolving facility, net		2,095
Increase in interest rates for the unsecured revolving credit facility		1,591
Other changes in interest expense		43
Total increases to interest expense		14,209
Decreases to interest expense due to:		
Redemption of the prior senior notes - July 1, 2021		(7,878)
Total decreases to interest expense		(7,878)
Total change in interest expense	\$	6,331

Property taxes. Property taxes increased \$0.8 million, or 21%, for the year ended December 31, 2022 compared to December 31, 2021. The increase was primarily due to a \$0.6 million increase in property taxes due to new real estate investments made after January 1, 2021, a \$0.2 million increase in property taxes related to two non-operational properties at December 31, 2022 and a \$0.1 million increase in property taxes due to the transfer of certain properties to new operators in January 2021 that do not make direct tax payments, partially offset by a decrease of \$0.1 million of property taxes due to reassessments and decreased effective tax rates.

Impairment of real estate investments. During the year ended December 31, 2022, we recognized an aggregate impairment charge of \$79.1 million, of which \$45.0 million related to 12 facilities that have been sold, \$18.0 million related to 10 facilities that were classified as held for sale in the first quarter of 2022 and reclassified to held for use in the third and fourth quarters of 2022, \$14.4 million related to five facilities that were held for sale as of December 31, 2022, and \$1.7 million related to one facility that was held for use during the year. See above under “Recent Developments” for additional information. No impairment charges were recognized during the year ended December 31, 2021.

Provision for loan losses, net. During the year ended December 31, 2022, we recorded a \$4.6 million expected credit loss related to two other loans receivable that were placed on non-accrual status, partially offset by a \$0.8 million recovery related to one other loan receivable that was previously written off. No provision for loan losses was recognized during the year ended December 31, 2021.

Property operating expenses. During the year ended December 31, 2022, we recognized \$5.0 million of property operating expenses related to assets we plan to sell or repurpose, or have sold. No similar expenses were incurred during the year ended December 31, 2021.

General and administrative expense. General and administrative expense decreased by \$6.7 million as detailed below:

(in thousands)	Year Ended		Increase/(Decrease)
	December 31, 2022	December 31, 2021	
Cash compensation	\$ 6,107	\$ 5,364	\$ 743
Share-based compensation ^[1]	5,758	10,832	(5,074)
Incentive compensation	3,550	4,900	(1,350)
Professional services	1,897	1,601	296
Other administrative expense	923	915	8
Taxes and insurance	897	843	54
Non-routine transaction costs	6	1,424	(1,418)
Other expenses	1,027	995	32
Total change in general and administrative expense	<u>\$ 20,165</u>	<u>\$ 26,874</u>	<u>\$ (6,709)</u>

^[1] Share-based compensation decreased \$5.1 million for the year ended December 31, 2022 compared to December 31, 2021. The decrease is primarily due to accelerated vesting of awards for one executive in the fourth quarter of 2021 in connection with his retirement.

Loss on extinguishment of debt. During the year ended December 31, 2021, we recorded a \$10.8 million loss on extinguishment of debt, including a prepayment penalty of \$7.9 million and a \$2.9 million write-off of deferred financing costs associated with the redemption of the prior senior notes. No loss on extinguishment of debt was recognized during the year ended December 31, 2022.

Loss on sale of real estate, net. During the year ended December 31, 2022, we recorded a \$3.8 million loss on sale of real estate related to the sale of six SNFs, five ALFs and one multi-service campus and a \$0.2 million loss on sale of real estate related to the sale of a land parcel, partially offset by a \$0.2 million gain on sale of real estate related to the sale of one SNF. During the year ended December 31, 2021, we recorded a \$0.2 million loss on sale of real estate related to the sale of one SNF, partially offset by a \$0.1 million gain on sale of real estate related to the sale of a land parcel adjacent to one of our SNFs.

Unrealized loss on other real estate related investments. During the year ended December 31, 2022, we recorded a \$7.1 million unrealized loss on three mortgage secured loans receivable and two mezzanine loans receivable. The unrealized loss is due to rising interest rates. No unrealized losses were recognized during the year ended December 31, 2021.

Year Ended December 31, 2021 Compared to Year Ended December 31, 2020

For discussion related to the results of operations and changes in financial condition for fiscal 2021 compared to fiscal 2020, refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our fiscal 2021 Annual Report on Form 10-K, which was filed with the SEC on February 16, 2022.

Liquidity and Capital Resources

To qualify as a REIT for federal income tax purposes, we are required to distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains, to our stockholders on an annual basis. Accordingly, we intend to make, but are not contractually bound to make, regular quarterly dividends to common stockholders from cash flow from operating activities. All such dividends are at the discretion of our board of directors.

Our short-term liquidity requirements consist primarily of operating and interest expenses directly associated with our properties, including:

- interest expense and scheduled debt maturities on outstanding indebtedness;
- general and administrative expenses;
- dividend plans;
- operating lease obligations; and
- capital expenditures for improvements to our properties.

Our long-term liquidity needs consist primarily of funds necessary to pay for acquisitions and other investments (including mortgage and mezzanine loan originations) capital expenditures, and scheduled debt maturities. We intend to invest in and/or develop additional healthcare and seniors housing properties as suitable opportunities arise and so long as adequate sources of financing are available. We expect that future investments in and/or development of properties, including any

improvements or renovations of current or newly-acquired properties, will depend on and will be financed by, in whole or in part, our existing cash, borrowings available to us under the Second Amended Credit Facility (as defined below), future borrowings or the proceeds from sales of shares of our common stock pursuant to our ATM Program or additional issuances of common stock or other securities. In addition, we may seek financing from U.S. government agencies, including through Fannie Mae and the U.S. Department of Housing and Urban Development, in appropriate circumstances in connection with acquisitions and refinancing of existing mortgage loans.

We believe that our expected operating cash flow from rent collections, interest payments on our other real estate related investments, and borrowings under our Second Amended Credit Facility, together with our cash balance of \$13.2 million, available borrowing capacity of \$475.0 million under the Revolving Facility and availability under the ATM Program, each at December 31, 2022, will be sufficient to meet ongoing debt service requirements, dividend plans, operating lease obligations, capital expenditures, working capital requirements and other needs for at least the next 12 months. We expect to meet our long-term liquidity needs with cash flows from operations and financing arrangements. While we are currently pursuing the sale, re-tenanting or repurposing of certain of our assets in connection with our ongoing review and monitoring of our investment portfolio as described under “Recent Developments” above, we currently do not expect to sell any of our properties to meet liquidity needs, although we may do so in the future. Our quarterly cash dividend, any share repurchases under our Repurchase Program (as defined below) and any failure of our operators to pay rent or of our borrowers to make interest or principal payments may impact our available capital resources.

On March 20, 2020, our board of directors authorized a share repurchase program to repurchase up to \$150.0 million of outstanding shares of our common stock (the “Repurchase Program”). Repurchases under the Repurchase Program, which expires on March 31, 2023, may be made through open market purchases, privately negotiated transactions, structured or derivative transactions, including accelerated share repurchase transactions, or other methods of acquiring shares, in each case subject to market conditions and at such times as shall be permitted by applicable securities laws and determined by management. Repurchases under the Repurchase Program may also be made pursuant to a plan adopted under Rule 10b5-1 promulgated under the Exchange Act. We expect to finance any share repurchases under the Repurchase Program using available cash and may also use short-term borrowings under the Revolving Facility. We did not repurchase any shares of common stock under the Repurchase Program during the year ended December 31, 2022. The Repurchase Program may be modified, discontinued or suspended at any time.

We have filed an automatic shelf registration statement with the U.S. Securities and Exchange Commission that expires in March 2023, which will allow us or certain of our subsidiaries, as applicable, to offer and sell shares of common stock, preferred stock, warrants, rights, units and debt securities through underwriters, dealers or agents or directly to purchasers, in one or more offerings on a continuous or delayed basis, in amounts, at prices and on terms we determine at the time of the offering.

Although we are subject to restrictions on our ability to incur indebtedness, we expect that we will be able to refinance existing indebtedness or incur additional indebtedness for acquisitions or other purposes, if needed. However, there can be no assurance that we will be able to refinance our indebtedness, incur additional indebtedness or access additional sources of capital, such as by issuing common stock or other debt or equity securities, on terms that are acceptable to us or at all.

We currently are in compliance with all debt covenants on our outstanding indebtedness.

Cash Flows

The following table presents selected data from our consolidated statements of cash flows for the years presented:

	Year Ended December 31,	
	2022	2021
	(dollars in thousands)	
Net cash provided by operating activities	\$ 144,415	\$ 156,871
Net cash used in investing activities	(127,400)	(192,633)
Net cash (used in) provided by financing activities	(23,732)	36,738
Net (decrease) increase in cash and cash equivalents	(6,717)	976
Cash and cash equivalents at beginning of period	19,895	18,919
Cash and cash equivalents at end of period	\$ 13,178	\$ 19,895

Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

Net cash provided by operating activities for the year ended December 31, 2022 was \$144.4 million compared to \$156.9 million for the year ended December 31, 2021, a decrease of \$12.5 million. Operating cash inflows are derived primarily from the rental payments received under our lease agreements, including as a result of new investments, and interest payments on our other real estate related investments. Operating cash outflows consist primarily of interest expense on our borrowings and general and administrative expenses. The net decrease of \$12.5 million in cash provided by operating activities for the year ended December 31, 2022 is primarily due to a decrease in rental income received, an increase in cash paid for interest expense and an increase in cash paid for operating expenses related to assets we plan to sell, have sold, or repurpose, partially offset by interest income received on our other real estate related investments.

Cash used in investing activities for the year ended December 31, 2022 was primarily comprised of \$171.6 million in acquisitions of real estate and investments in real estate related investments and other loans receivable, and \$7.3 million of purchases of, and improvements to, equipment, furniture and fixtures and real estate, partially offset by \$6.3 million of payments received from our other loans receivable and \$45.1 million in net proceeds from real estate sales. Cash used in investing activities for the year ended December 31, 2021 was primarily comprised of \$194.0 million in acquisitions of real estate and investments in real estate related investments and other loans receivable and \$6.0 million of purchases of, and improvements to, equipment, furniture and fixtures and real estate, partially offset by \$0.4 million of payments received from our other loans receivable and \$7.0 million in net proceeds from real estate sales.

Our cash flows used in financing activities for the year ended December 31, 2022 were primarily comprised of \$106.1 million in dividends paid, \$5.4 million in payments of deferred financing costs and a \$4.5 million net settlement adjustment on restricted stock, partially offset by \$47.2 million of net proceeds from the issuance of common stock under the ATM Program and \$45.0 million in net borrowings under our Second Amended Credit Facility (as defined below). Our cash flows provided by financing activities for the year ended December 31, 2021 were primarily comprised of \$393.8 million of net proceeds from the issuance of the Notes, \$30.0 million in net borrowings under our Prior Credit Agreement (as defined below) and \$22.9 million of net proceeds from the issuance of common stock under the ATM Program, partially offset by \$307.9 million of payments to redeem our prior senior notes, \$100.8 million in dividends paid, and a \$1.3 million net settlement adjustment on restricted stock.

Year Ended December 31, 2021 Compared to Year Ended December 31, 2020

For discussion related to the cash flows for fiscal 2021 compared to fiscal 2020, refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our fiscal 2021 Annual Report on Form 10-K, which was filed with the SEC on February 16, 2022.

Material Cash Requirements

Our material cash requirements from known contractual and other obligations include:

3.875% Senior Unsecured Notes due 2028

On June 17, 2021, our wholly owned subsidiary, CTR Partnership, L.P. (the “Operating Partnership”), and its wholly owned subsidiary, CareTrust Capital Corp. (together with the Operating Partnership, the “Issuers”), completed a private

offering of \$400.0 million aggregate principal amount of 3.875% Senior Notes due 2028 (the “Notes”). The Notes mature on June 30, 2028. The Notes accrue interest at a rate of 3.875% per annum payable semiannually in arrears on June 30 and December 30 of each year, commencing on December 30, 2021. The obligations under the Notes are guaranteed, jointly and severally, on an unsecured basis, by us and all of our subsidiaries (other than the Issuers). As of December 31, 2022, we were in compliance with all applicable financial covenants under the indenture governing the Notes. See Note 7, *Debt*, to our consolidated financial statements included in this report for further information about the Notes.

Unsecured Revolving Credit Facility and Term Loan

On December 16, 2022, we, together with certain of our subsidiaries, entered into a second amended and restated credit and guaranty agreement with KeyBank National Association, as administrative agent, an issuing bank and swingline lender (the “Second Amended Credit Agreement”). The Operating Partnership is the borrower under the Second Amended Credit Agreement, and the obligations thereunder are guaranteed, jointly and severally, on an unsecured basis, by us and certain of our subsidiaries. The Second Amended Credit Agreement, which amends and restates our amended and restated credit and guaranty agreement, dated as of February 8, 2019 (as amended, the “Prior Credit Agreement”) provides for: (i) an unsecured revolving credit facility (the “Revolving Facility”) with revolving commitments in an aggregate principal amount of \$600.0 million, including a letter of credit subfacility for 10% of the then available revolving commitments and a swingline loan subfacility for 10% of the then available revolving commitments and (ii) the continuation of the unsecured term loan credit facility which was previously extended under the Prior Credit Agreement (the “Term Loan” and together with the Revolving Facility, the “Second Amended Credit Facility”) in an aggregate principal amount of \$200.0 million. Future borrowings under the Second Amended Credit Facility will be used for working capital purposes, for capital expenditures, to fund acquisitions and for general corporate purposes.

As of December 31, 2022, we had \$200.0 million outstanding under the Term Loan and \$125.0 million outstanding under the Revolving Facility. The Revolving Facility has a maturity date of February 9, 2027, and includes, at our sole discretion, two, six-month extension options. The Term Loan has a maturity date of February 8, 2026.

The interest rates applicable to loans under the Revolving Facility are, at the Operating Partnership’s option, equal to either a base rate plus a margin ranging from 0.10% to 0.55% per annum or Adjusted Term SOFR or Adjusted Daily Simple SOFR (each as defined in the Second Amended Credit Agreement) plus a margin ranging from 1.10% to 1.55% per annum based on the debt to asset value ratio of the Company and our consolidated subsidiaries (subject to decrease at the Operating Partnership’s election if we obtain certain specified investment grade ratings on our senior long-term unsecured debt). The interest rates applicable to loans under the Term Loan are, at the Operating Partnership’s option, equal to either a base rate plus a margin ranging from 0.50% to 1.20% per annum or Adjusted Term SOFR or Adjusted Daily Simple SOFR plus a margin ranging from 1.50% to 2.20% per annum based on the debt to asset value ratio of the Company and our consolidated subsidiaries (subject to decrease at the Operating Partnership’s election if we obtain certain specified investment grade ratings on our senior long-term unsecured debt). In addition, the Operating Partnership will pay a facility fee on the revolving commitments under the Revolving Facility ranging from 0.15% to 0.35% per annum, based on the debt to asset value ratio of the Company and our consolidated subsidiaries (unless we obtain certain specified investment grade ratings on our senior long-term unsecured debt and the Operating Partnership elects to decrease the applicable margin as described above, in which case the Operating Partnership will pay a facility fee on the revolving commitments ranging from 0.125% to 0.30% per annum based off the credit ratings of our senior long-term unsecured debt).

As of December 31, 2022, we were in compliance with all applicable financial covenants under the Second Amended Credit Agreement. See Note 7, *Debt*, to our consolidated financial statements included in this report for further information about the Second Amended Credit Agreement.

Capital Expenditures

As of December 31, 2022, we had committed to fund expansions, construction and capital improvements at certain triple-net leased facilities totaling \$15.7 million, of which \$2.7 million is subject to rent increase at the time of funding. We expect to fund the capital expenditures in the next one to two years. See Note 11, *Commitments and Contingencies*, to our consolidated financial statements included in this report for further information regarding our obligation to finance certain capital expenditures under our triple-net leases.

Dividend Plans

We are required to pay dividends in order to maintain our REIT status and we expect to make quarterly dividend payments in cash with the annual dividend amount no less than 90% of our annual REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains. See Note 8, *Equity*, to our consolidated financial

statements included in this report for a summary of the cash dividends per share of our common stock declared by our board of directors for 2022, 2021 and 2020.

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Management believes that the assumptions and estimates used in preparation of the underlying consolidated financial statements are reasonable. Actual results, however, could differ from those estimates and assumptions.

Certain accounting policies are considered to be critical accounting policies. Critical accounting policies are those policies that require management to make significant estimates and/or assumptions about matters that are uncertain at the time the estimates and/or assumptions are made or where we are required to make significant judgments and assumptions with respect to the practical application of accounting principles in our business operations. Critical accounting policies are by definition those policies that are material to our financial statements and for which the impact of changes in estimates, assumptions, and judgments could have a material impact to our financial statements.

The following critical accounting policies discussion reflects what we believe are the most significant estimates, assumptions, and judgments used in the preparation of our consolidated financial statements. This discussion of our critical accounting policies is intended to supplement the description of our accounting policies in the footnotes to our consolidated financial statements and to provide additional insight into the information used by management when evaluating significant estimates, assumptions, and judgments. For a discussion of our significant accounting policies, see Note 2, *Summary of Significant Accounting Policies*, to our consolidated financial statements included in this report.

Real Estate Acquisition Valuation. In accordance with Accounting Standards Codification (“ASC”) 805, *Business Combinations*, our acquisitions of real estate investments generally do not meet the definition of a business, and are treated as asset acquisitions. The assets acquired and liabilities assumed are measured at their acquisition date relative fair values. Acquisition costs are capitalized as incurred. We allocate the acquisition costs to the tangible assets, identifiable intangible assets/liabilities and assumed liabilities on a relative fair value basis. Purchase price allocations contain uncertainties because they require management to make significant estimates and assumptions and to apply judgment to allocate the purchase price of real estate acquired among its components. We assess fair value based on available market information, such as capitalization and discount rates, comparable sale transactions and relevant per square foot or unit cost information. A real estate asset’s fair value may be determined utilizing cash flow projections that incorporate such market information. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, as well as market and economic conditions. The fair value of land is derived from comparable sales of land within the same submarket and/or region. The fair value of buildings and improvements and integral equipment, furniture and fixtures considers the value of the property as if it was vacant as well as replacement costs, depreciation factors, and other relevant market information. The use of different assumptions in these fair value inputs could significantly affect the reported amounts of the allocation of the acquisition on a relative fair value basis and the related depreciation expense recorded for such assets. If actual results are materially different than the assumptions used to determine fair value of the assets acquired and liabilities assumed, it is possible that adjustments to the carrying values of such assets and liabilities will have a material impact on our financial position and results of operations. Furthermore, if actual results are not consistent with estimates or assumptions, we may be exposed to an impairment charge that could materially adversely impact our financial position and results of operations. We have not materially changed the assumptions used in the analysis during the year ended December 31, 2022.

Impairment of Long-Lived Assets. At each reporting period, we evaluate our real estate investments held for use for potential impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The judgment regarding the existence of impairment indicators, used to determine if an impairment assessment is necessary, is based on factors such as, but not limited to, market conditions, operator performance and legal structure. If indicators of impairment are present, we evaluate the carrying value of the related real estate investments in relation to the future undiscounted cash flows of the underlying facilities. The most significant inputs to the undiscounted cash flows include, but are not limited to, historical and projected facility level financial results, a lease coverage ratio, the intended hold period by us, and a terminal capitalization rate. The analysis is also significantly impacted by determining the lowest level of cash flows, which generally would be at the master lease level of cash flows. Provisions for impairment losses related to long-lived assets are recognized when expected future undiscounted cash flows are determined to be less than the carrying values of the assets. The impairment is measured as the excess of carrying value over fair value.

We classify our real estate investments as held for sale when the applicable criteria have been met, which includes a formal plan to sell the properties that is expected to be completed within one year, among other criteria. Upon designation as held for sale, we write down the excess of the carrying value over the estimated fair value less costs to sell, resulting in an impairment of the real estate investments, if necessary, and cease depreciation. The fair value of the assets held for sale is based on estimated sales prices, which are considered to be Level 3 measurements within the fair value hierarchy. Estimated sales prices are determined using a market approach (comparable sales model), which relies on certain assumptions by management, including: (i) comparable market transactions, (ii) estimated prices per unit, and (iii) binding agreements for sales and non-binding offers to purchase from unrelated third-parties. There are inherent uncertainties in making these assumptions.

If circumstances arise that previously were considered unlikely and, as a result, we decide not to sell a real estate investment previously classified as held for sale or otherwise no longer meets the held for sale criteria, the respective assets are reclassified as real estate investments held for use. A real estate investment that is reclassified is measured and recorded individually at the lower of (a) its carrying amount before the real estate investment was classified as held for sale, adjusted for any depreciation expense that would have been recognized had the real estate investment been continuously classified as held for use, or (b) the fair value at the date of the decision not to sell or change in circumstances that led to the real estate investment no longer meeting the criteria of held for sale. The fair value of the real estate investment is based on current market conditions and considers matters such as the forecasted operating cash flows, lease coverage ratios, capitalization rates, and, where applicable, terms of recent lease agreements or the results of negotiations with prospective tenants.

Our ability to accurately estimate future cash flows and estimate and allocate fair values impacts the timing and recognition of impairments. While we believe our assumptions are reasonable, changes in these assumptions may have a material impact on financial results. Given the ongoing impacts of COVID-19, the projected cash flows that we use to assess fair value for purposes of impairment testing are subject to greater uncertainty than normal. If in the future we reduce our estimate of cash flow projections, we may need to impair some of these assets. We have not materially changed the assumptions used in the analysis during the year ended December 31, 2022.

Revenue Recognition. We recognize lease revenue in accordance with ASC 842, *Leases*. See Note 2, *Summary of Significant Accounting Policies*, in the Notes to Consolidated Financial Statements for further detail. Our assessment of collectibility of tenant receivables includes a binary assessment of whether or not substantially all of the amounts due under a tenant's lease agreement are probable of collection. This assessment involves significant judgment by management and considers the operator's performance and anticipated trends, payment history, and the existence and creditworthiness of guarantees, among other factors, in making this determination. For such leases that are deemed probable of collection, revenue continues to be recorded on a straight-line basis over the lease term, if applicable. For such leases that are deemed not probable of collection, revenue is recorded as the lesser of (i) the amount which would be recognized on a straight-line basis or (ii) cash that has been received from the tenant, with any tenant and deferred rent receivable balances charged as a direct write-off against rental income in the period of the change in the collectibility determination. Management's judgement can impact the timing of write-offs and recovery adjustments. We did not materially change the assumptions used in the analysis during the year ended December 31, 2022.

Fair Value of Other Real Estate Related Investments. We have elected the fair value option for our other real estate related investments for which such election is permitted, as provided for under ASC 825, *Financial Instruments* ("ASC 825"). For financial instruments that are traded in an "active market," the best measure of fair value is the quoted market price. In cases where market-observable data is not available, the data used for the measurement must reflect assumptions that market participants would use in pricing the asset or liability (including adjustments that market participants demand for the risk associated with the unobservable data or the model used to determine fair value). We have concluded to use a present value technique, a discounted cash flow model, to determine fair value.

The determination of estimated fair value of our other real estate related investments requires the use of both macroeconomic and microeconomic assumptions and/or inputs, which are generally based on current market and economic conditions, such as changes in the risk-free or benchmark rate and changes attributable to instrument-specific credit risk (e.g., changes in credit spread associated with the instrument). Changes in market and/or economic conditions could have a significant adverse effect on the estimated fair value of our financial instruments. Changes to assumptions, including assumed benchmark rates and credit spreads, may significantly impact the estimated fair value of our investments.

Because of the inherent uncertainty of valuation, the estimated fair value of our financial instruments may differ significantly from the values that would have been used had a ready market for the financial instruments existed, and the differences could be material to our consolidated financial statements.

Impact of Inflation

Our rental income in future years will be impacted by changes in inflation. Almost all of our triple-net lease agreements, including the Ensign leases, provide for an annual rent escalator based on the percentage change in the Consumer Price Index (but not less than zero), subject to maximum fixed percentages.

ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk

Our primary market risk exposure is interest rate risk with respect to our variable rate indebtedness.

Our Second Amended Credit Agreement provides for: (i) an unsecured revolving credit facility (the “Revolving Facility”) with revolving commitments in an aggregate principal amount of \$600.0 million, including a letter of credit subfacility for 10% of the then available revolving commitments and a swingline loan subfacility for 10% of the then available revolving commitments and (ii) an unsecured term loan credit facility (the “Term Loan”) in an aggregate principal amount of \$200.0 million from a syndicate of banks and other financial institutions.

The interest rates applicable to loans under the Revolving Facility are, at the Operating Partnership’s option, equal to either a base rate plus a margin ranging from 0.10% to 0.55% per annum or Adjusted Term SOFR or Adjusted Daily Simple SOFR (each as defined in the Second Amended Credit Agreement) plus a margin ranging from 1.10% to 1.55% per annum based on the debt to asset value ratio of the Company and our consolidated subsidiaries (subject to decrease at the Operating Partnership’s election if we obtain certain specified investment grade ratings on our senior long-term unsecured debt). The interest rates applicable to loans under the Term Loan are, at the Operating Partnership’s option, equal to either a base rate plus a margin ranging from 0.50% to 1.20% per annum or Adjusted Term SOFR or Adjusted Daily Simple SOFR plus a margin ranging from 1.50% to 2.20% per annum based on the debt to asset value ratio of the Company and our consolidated subsidiaries (subject to decrease at the Operating Partnership’s election if we obtain certain specified investment grade ratings on our senior long-term unsecured debt). As of December 31, 2022, we had a \$200.0 million Term Loan outstanding and there was \$125.0 million outstanding under the Revolving Facility.

Based on our outstanding debt balance as of December 31, 2022 described above and the interest rates applicable to our outstanding debt at December 31, 2022, assuming a 100 basis point increase in the interest rates related to our variable rate debt, interest expense would have increased approximately \$3.3 million for the year ended December 31, 2022.

An increase in interest rates could make the financing of any acquisition by us more costly as well as increase the costs of our variable rate debt obligations. Rising interest rates could also limit our ability to refinance our debt when it matures or cause us to pay higher interest rates upon refinancing and increase interest expense on refinanced indebtedness. Increased inflation may also have a pronounced negative impact on the interest expense we pay in connection with our outstanding indebtedness, as these costs could increase at a rate higher than our rents.

We may, in the future, manage, or hedge, interest rate risks related to our borrowings by means of interest rate swap agreements. However, the REIT provisions of the Code substantially limit our ability to hedge our assets and liabilities. See “Risk Factors - Risks Related to Our Status as a REIT - Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.” As of December 31, 2022, we had no swap agreements to hedge our interest rate risks. We also expect to manage our exposure to interest rate risk by maintaining a mix of fixed and variable rates for our indebtedness.

ITEM 8. Financial Statements and Supplementary Data

See the Index to Consolidated Financial Statements on page F-1 of this report.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

None.

ITEM 9A. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC’s rules and regulations and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure

controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of December 31, 2022, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2022.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and our directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013). Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2022.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2022, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Attestation Report of the Independent Registered Public Accounting Firm

The effectiveness of our internal control over financial reporting as of December 31, 2022 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included herein.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of CareTrust REIT, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of CareTrust REIT, Inc. and subsidiaries (the “Company”) as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2022, of the Company and our report dated February 9, 2023, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
February 9, 2023

ITEM 9B. Other Information

Not applicable.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections

Not applicable.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

The information required under Item 10 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2022 in connection with our 2023 Annual Meeting of Stockholders.

Code of Conduct and Ethics

We have adopted a code of business conduct and ethics that applies to all employees, including employees of our subsidiaries, as well as each member of our Board of Directors. The code of business conduct and ethics is available at our website at www.caretrustreit.com under the Investors-Corporate Governance section. We intend to satisfy any disclosure requirement under applicable rules of the Securities and Exchange Commission or the New York Stock Exchange regarding an amendment to, or waiver from, a provision of this code of business conduct and ethics by posting such information on our website, at the address specified above.

ITEM 11. Executive Compensation

The information required under Item 11 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2022 in connection with our 2023 Annual Meeting of Stockholders.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required under Item 12 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2022 in connection with our 2023 Annual Meeting of Stockholders.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required under Item 13 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2022 in connection with our 2023 Annual Meeting of Stockholders.

ITEM 14. Principal Accountant Fees and Services

The information required under Item 14 is incorporated herein by reference to our definitive proxy statement to be filed with the SEC within 120 days after the end of our fiscal year ended December 31, 2022 in connection with our 2023 Annual Meeting of Stockholders.

PART IV

ITEM 15. Exhibit and Financial Statement Schedules

(a)(1) Financial Statements

See Index to Consolidated Financial Statements on page F-1 of this report.

(a)(2) Financial Statement Schedules

Schedule III: Real Estate Assets and Accumulated Depreciation

Schedule IV: Mortgage Loans on Real Estate

Note: All other schedules have been omitted because the required information is presented in the financial statements and the related notes or because the schedules are not applicable.

(a)(3) Exhibits

- [3.1](#) Articles of Amendment and Restatement of CareTrust REIT, Inc. (incorporated by reference to Exhibit 3.1 to CareTrust REIT, Inc.'s Registration Statement on Form 10, filed on May 13, 2014).
- [3.2](#) Articles of Amendment, dated May 30, 2018, to the Articles of Amendment and Restatement of CareTrust REIT, Inc. (incorporated by reference to Exhibit 3.1 to CareTrust REIT, Inc.'s Current Report on Form 8-K filed on May 31, 2018).
- [3.3](#) Amended and Restated Bylaws of CareTrust REIT, Inc. (incorporated by reference to Exhibit 3.1 to CareTrust REIT, Inc.'s Current Report on Form 8-K filed on March 7, 2019).
- [4.1](#) Indenture, dated as of June 17, 2021, among CTR Partnership, L.P. and CareTrust Capital Corp., as Issuers, CareTrust REIT, Inc., the other guarantors named therein, and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the CareTrust REIT, Inc.'s Current Report on Form 8-K, filed on June 17, 2021).
- [4.2](#) Form of 3.875% Senior Note due 2028 (included in Exhibit 4.1).
- [4.3](#) Specimen Stock Certificate of CareTrust REIT, Inc. (incorporated by reference to Exhibit 4.1 to CareTrust REIT, Inc.'s Registration Statement on Form 10, filed on April 15, 2014).
- [4.4](#) Description of CareTrust REIT, Inc.'s Capital Stock (incorporated by reference to Exhibit 4.5 to CareTrust REIT, Inc.'s Annual Report on Form 10-K, filed on February 20, 2020).
- [10.1](#) Form of Master Lease by and among certain subsidiaries of The Ensign Group, Inc. and certain subsidiaries of CareTrust REIT, Inc. (incorporated by reference to Exhibit 10.1 to CareTrust REIT, Inc.'s Current Report on Form 8-K, filed on June 5, 2014).
- [10.2](#) Form of Guaranty of Master Lease by The Ensign Group, Inc. in favor of certain subsidiaries of CareTrust REIT, Inc., as landlords under the Ensign Master Leases (incorporated by reference to Exhibit 10.2 to CareTrust REIT, Inc.'s Current Report on Form 8-K, filed on June 5, 2014).
- [10.3](#) Tax Matters Agreement, dated as of May 30, 2014, by and between The Ensign Group, Inc. and CareTrust REIT, Inc. (incorporated by reference to Exhibit 10.5 to CareTrust REIT, Inc.'s Current Report on Form 8-K, filed on June 5, 2014).
- [10.4](#) Second Amended and Restated Credit and Guaranty Agreement, dated as of December 16, 2022 by and among CTR Partnership, L.P., as borrower, CareTrust REIT, Inc., as guarantor, CareTrust GP, LLC and the other guarantors named therein and KeyBank National Association, as administrative agent, an issuing lender and swingline lender and the other parties thereto (incorporated by reference to Exhibit 10.1 to CareTrust REIT, Inc.'s Current Report on Form 8-K filed on December 19, 2022).
- [10.5](#) Amended and Restated Partnership Agreement of CTR Partnership, L.P. (incorporated by reference to Exhibit 3.4 to CareTrust REIT, Inc.'s Registration Statement on Form S-4, filed on August 28, 2014).
- [+10.6](#) Form of Indemnification Agreement between CareTrust REIT, Inc. and its directors and officers (incorporated by reference to Exhibit 10.11 to CareTrust REIT, Inc.'s Current Report on Form 8-K, filed on June 5, 2014).
- [+10.7](#) Incentive Award Plan (incorporated by reference to Exhibit 10.9 to CareTrust REIT, Inc.'s Registration Statement on Form 10, filed on May 13, 2014).
- [+10.8](#) Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.14 to CareTrust REIT, Inc.'s Annual Report on Form 10-K, filed on February 11, 2015).

+10.9	Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.15 to CareTrust REIT, Inc.'s Annual Report on Form 10-K, filed on February 11, 2015).
*+10.10	Form of TSR Award Agreement
*+10.11	Form of Performance-Based Restricted Stock Award Grant Notice
+10.12	Form of Change in Control and Severance Agreement (incorporated by reference to Exhibit 10.1 to CareTrust REIT, Inc.'s Current Report on Form 8-K filed on February 11, 2019).
*21.1	List of Subsidiaries of CareTrust REIT, Inc.
*23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
*31.1	Certification of Chief Executive Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
**32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
*101.SCH	XBRL Taxonomy Extension Schema Document
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	XBRL Taxonomy Extension Label Linkbase Document
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

+ Management contract or compensatory plan or arrangement.

ITEM 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CARETRUST REIT, INC.

By: /s/ DAVID M. SEDGWICK
David M. Sedgwick
President and Chief Executive Officer

Dated: February 9, 2023

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
<u> /s/ DAVID M. SEDGWICK </u> David M. Sedgwick	President and Chief Executive Officer (Principal Executive Officer)	February 9, 2023
<u> /s/ WILLIAM M. WAGNER </u> William M. Wagner	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 9, 2023
<u> /s/ DIANA LAING </u> Diana Laing	Director	February 9, 2023
<u> /s/ ANNE OLSON </u> Anne Olson	Director	February 9, 2023
<u> /s/ SPENCER PLUMB </u> Spencer Plumb	Director	February 9, 2023
<u> /s/ CAREINA WILLIAMS </u> Careina Williams	Director	February 9, 2023

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of CareTrust REIT, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of CareTrust REIT, Inc. and subsidiaries (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of operations, equity, and cash flows, for each of the three years in the period ended December 31, 2022, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 9, 2023, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Impairment of Real Estate Investments, Assets Held for Sale, Net and Asset Sales — Refer to Notes 2 and 4 to the financial statements

Critical Audit Matter Description

The Company classifies its real estate investments as held for sale when the applicable criteria have been met, which includes a formal plan to sell the properties that is expected to be completed within one year, among other criteria. Upon designation as held for sale, the Company writes down the excess of the carrying value over the estimated fair value less costs to sell, resulting in an impairment of the real estate investments, if necessary.

If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a real estate investment previously classified as held for sale or otherwise no longer meets the held for sale criteria, the respective assets are reclassified as real estate investments held for use. A real estate investment that is reclassified is measured and recorded individually at the lower of (a) its carrying amount before the real estate investment was classified as held for sale, adjusted for any depreciation expense that would have been recognized had the real estate investment been continuously classified as held for use, or (b) the fair value at the date of the decision not to sell or change in circumstances that led to the real estate investment no longer meeting the criteria of held for sale.

The fair value of the assets held for sale is based on a market approach using estimated sales prices (comparable sales model), which relies on certain assumptions by management, including: (i) comparable market transactions, (ii) estimated prices per unit, and (iii) binding agreements for sales and non-binding offers to purchase from unrelated third-parties. The fair value of assets reclassified as real estate investments held for use is based on an income approach using current market conditions and considers matters such as the forecasted operating cash flows, lease coverage ratios, capitalization rates, and, where applicable, terms of recent lease agreements or the results of negotiations with prospective tenants. There are inherent uncertainties in making these assumptions.

We identified the impairment of real estate investments as a critical audit matter because of the significant estimates and assumptions management makes to determine the fair value of real estate investments held for sale and real estate investments reclassified from held for sale to held for use. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of management's determination of fair value.

As of December 31, 2022, the Company had real estate investments held for sale of \$12.3 million, after taking an impairment loss of \$14.4 million. During the year ended December 31, 2022, the Company reclassified real estate investments from held for sale to held for use of \$57.4 million, after taking an impairment loss of \$18.0 million.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the significant inputs to the fair value of real estate investments held for sale and real estate investments reclassified from held for sale to held for use included the following, among others:

- We tested the effectiveness of controls over management's evaluation of balance sheet classification and determination of fair value for real estate investments held for sale and real estate investments reclassified to real estate investments held for use.
- We evaluated the reasonableness of the (1) valuation methodology; and (2) the concluded real estate investment fair value by independently obtaining sales comparison data, capitalization rates, and market rents and developing a range of independent fair value estimates and comparing our estimates to those used by management.
- We used the assistance of our fair value specialists in obtaining relevant market data, where necessary.
- Read and considered terms of executed arrangements and evidence regarding terms for arrangements in the process of negotiation at or near the valuation date.
- We held discussions with management to understand individual real estate investment specific factors that impacted the Company's fair value determination.

/s/ DELOITTE & TOUCHE LLP

Costa Mesa, California
February 9, 2023

We have served as the Company's auditor since 2019.

CARETRUST REIT, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)

	December 31,	
	2022	2021
Assets:		
Real estate investments, net	\$ 1,421,410	\$ 1,589,971
Other real estate related investments, at fair value (including accrued interest of \$1,320 as of December 31, 2022 and \$155 as of December 31, 2021)	156,368	15,155
Assets held for sale, net	12,291	4,835
Cash and cash equivalents	13,178	19,895
Accounts and other receivables	416	2,418
Prepaid expenses and other assets, net	11,690	7,512
Deferred financing costs, net	5,428	1,062
Total assets	<u>\$ 1,620,781</u>	<u>\$ 1,640,848</u>
Liabilities and Equity:		
Senior unsecured notes payable, net	\$ 395,150	\$ 394,262
Senior unsecured term loan, net	199,348	199,136
Unsecured revolving credit facility	125,000	80,000
Accounts payable, accrued liabilities and deferred rent liabilities	24,360	25,408
Dividends payable	27,550	26,285
Total liabilities	<u>771,408</u>	<u>725,091</u>
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock, \$0.01 par value; 100,000,000 shares authorized, no shares issued and outstanding as of December 31, 2022 and 2021	—	—
Common stock, \$0.01 par value; 500,000,000 shares authorized, 99,010,112 and 96,296,673 shares issued and outstanding as of December 31, 2022 and 2021, respectively	990	963
Additional paid-in capital	1,245,337	1,196,839
Cumulative distributions in excess of earnings	(396,954)	(282,045)
Total equity	<u>849,373</u>	<u>915,757</u>
Total liabilities and equity	<u>\$ 1,620,781</u>	<u>\$ 1,640,848</u>

See accompanying notes to consolidated financial statements.

CARETRUST REIT, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended December 31,		
	2022	2021	2020
Revenues:			
Rental income	\$ 187,506	\$ 190,195	\$ 173,612
Independent living facilities	—	—	2,077
Interest and other income	8,626	2,156	2,643
Total revenues	196,132	192,351	178,332
Expenses:			
Depreciation and amortization	50,316	55,340	52,760
Interest expense	30,008	23,677	23,661
Property taxes	4,333	3,574	2,836
Independent living facilities	—	—	1,869
Impairment of real estate investments	79,062	—	—
Provision for loan losses, net	3,844	—	—
Property operating expenses	5,039	—	—
General and administrative	20,165	26,874	16,302
Total expenses	192,767	109,465	97,428
Other loss:			
Loss on extinguishment of debt	—	(10,827)	—
Loss on sale of real estate, net	(3,769)	(77)	(37)
Unrealized loss on other real estate related investments	(7,102)	—	—
Total other loss	(10,871)	(10,904)	(37)
Net (loss) income	\$ (7,506)	\$ 71,982	\$ 80,867
(Loss) earnings per common share:			
Basic	\$ (0.08)	\$ 0.74	\$ 0.85
Diluted	\$ (0.08)	\$ 0.74	\$ 0.85
Weighted-average number of common shares:			
Basic	96,703	96,017	95,200
Diluted	96,703	96,092	95,207

See accompanying notes to consolidated financial statements.

CARETRUST REIT, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(in thousands, except share and per share amounts)

	Common Stock		Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Total Equity
	Shares	Amount			
Balance as of December 31, 2019	95,103,270	\$ 951	\$ 1,162,990	\$ (236,350)	\$ 927,591
Issuance of common stock, net	—	—	(404)	—	(404)
Vesting of restricted common stock, net of shares withheld for employee taxes	112,527	1	(1,996)	—	(1,995)
Amortization of stock-based compensation	—	—	3,812	—	3,812
Common dividends (\$1.00 per share)	—	—	—	(95,729)	(95,729)
Net income	—	—	—	80,867	80,867
Balance as of December 31, 2020	95,215,797	952	1,164,402	(251,212)	914,142
Issuance of common stock, net	990,000	10	22,936	—	22,946
Vesting of restricted common stock, net of shares withheld for employee taxes	90,876	1	(1,331)	—	(1,330)
Amortization of stock-based compensation	—	—	10,832	—	10,832
Common dividends (\$1.06 per share)	—	—	—	(102,815)	(102,815)
Net income	—	—	—	71,982	71,982
Balance as of December 31, 2021	96,296,673	963	1,196,839	(282,045)	915,757
Issuance of common stock, net	2,405,000	24	47,212	—	47,236
Vesting of restricted common stock, net of shares withheld for employee taxes	308,439	3	(4,472)	—	(4,469)
Amortization of stock-based compensation	—	—	5,758	—	5,758
Common dividends (\$1.10 per share)	—	—	—	(107,403)	(107,403)
Net loss	—	—	—	(7,506)	(7,506)
Balance as of December 31, 2022	99,010,112	\$ 990	\$ 1,245,337	\$ (396,954)	\$ 849,373

See accompanying notes to consolidated financial statements.

CARETRUST REIT, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2022	2021	2020
Cash flows from operating activities:			
Net (loss) income	\$ (7,506)	\$ 71,982	\$ 80,867
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization (including below-market ground leases)	50,378	55,394	52,819
Amortization of deferred financing costs	2,095	2,052	1,950
Loss on extinguishment of debt	—	10,827	—
Unrealized loss on other real estate related investments	7,102	—	—
Amortization of stock-based compensation	5,758	10,832	3,790
Straight-line rental income	(17)	(32)	(77)
Adjustment for collectibility of rental income	1,417	—	—
Noncash interest income	(1,165)	(155)	—
Loss on sale of real estate, net	3,769	77	37
Interest income distribution from other real estate investment	—	—	1,346
Impairment of real estate investments	79,062	—	—
Provision for loan losses, net	3,844	—	—
Change in operating assets and liabilities:			
Accounts and other receivables	604	(562)	825
Prepaid expenses and other assets, net	123	399	387
Accounts payable, accrued liabilities and deferred rent liabilities	(1,049)	6,057	3,791
Net cash provided by operating activities	144,415	156,871	145,735
Cash flows from investing activities:			
Acquisitions of real estate, net of deposits applied	(21,915)	(192,718)	(89,650)
Purchases of equipment, furniture and fixtures and improvements to real estate	(7,292)	(6,013)	(8,297)
Investment in real estate related investments and other loans receivable	(149,650)	(1,253)	(30,498)
Principal payments received on other loans receivable	6,308	393	80,928
Repayment of other real estate investment	—	—	2,327
Escrow deposits for potential acquisitions of real estate	—	—	(3,000)
Net proceeds from sales of real estate	45,149	6,958	6,608
Net cash used in investing activities	(127,400)	(192,633)	(41,582)
Cash flows from financing activities:			
Proceeds from (costs paid for) the issuance of common stock, net	47,236	22,946	(404)
Proceeds from the issuance of senior unsecured notes payable	—	400,000	—
Borrowings under unsecured revolving credit facility	160,000	220,000	65,000
Payments on senior unsecured notes payable	—	(300,000)	—
Payments on unsecured revolving credit facility	(115,000)	(190,000)	(75,000)
Payments on debt extinguishment and deferred financing costs	(5,361)	(14,095)	—
Net-settle adjustment on restricted stock	(4,469)	(1,331)	(1,996)
Dividends paid on common stock	(106,138)	(100,782)	(93,161)
Net cash (used in) provided by financing activities	(23,732)	36,738	(105,561)
Net (decrease) increase in cash and cash equivalents	(6,717)	976	(1,408)
Cash and cash equivalents as of the beginning of period	19,895	18,919	20,327
Cash and cash equivalents as of the end of period	\$ 13,178	\$ 19,895	\$ 18,919
Supplemental disclosures of cash flow information:			
Interest paid	\$ 25,912	\$ 22,838	\$ 21,691
Supplemental schedule of noncash investing and financing activities:			
Increase in dividends payable	\$ 1,265	\$ 2,033	\$ 2,568
Right-of-use asset obtained in exchange for new operating lease obligation	\$ —	\$ —	\$ 599
Transfer of pre-acquisition costs to acquired assets	\$ 7	\$ 358	\$ 168
Sale of real estate settled with notes receivable	\$ 12,000	\$ —	\$ 32,400

See accompanying notes to consolidated financial statements.

CARETRUST REIT, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION

Description of Business—CareTrust REIT, Inc.’s (“CareTrust REIT” or the “Company”) primary business consists of acquiring, financing, developing and owning real property to be leased to third-party tenants in the healthcare sector. As of December 31, 2022, the Company owned and leased to independent operators, 216 skilled nursing facilities (“SNFs”), multi-service campuses, assisted living facilities (“ALFs”) and independent living facilities (“ILFs”) consisting of 22,831 operational beds and units located in 28 states with the highest concentration of properties by rental income located in California, Texas, Louisiana, Idaho and Arizona. As of December 31, 2022, the Company also had other real estate related investments consisting of three real estate secured loans receivable and two mezzanine loans receivable with a carrying value of \$156.4 million.

COVID-19—The COVID-19 pandemic has had and may continue to have an adverse impact on the economy generally and the Company’s business, results of operations and financial condition. The duration and extent of the COVID-19 pandemic’s effect on the Company’s operational and financial performance, and the operational and financial performance of the Company’s tenants, will depend on future developments, which are highly uncertain and cannot be predicted at this time, including resurgences of COVID-19 or outbreaks of other highly infectious diseases. The adverse impact of the COVID-19 pandemic on the Company’s business, results of operations and financial condition could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation—The accompanying consolidated financial statements of the Company reflect, for all periods presented, the historical financial position, results of operations and cash flows of the Company and its wholly-owned subsidiaries prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). All intercompany transactions and account balances within the Company have been eliminated.

Lessor Accounting—The Company recognizes lease revenue in accordance with Accounting Standards Codification (“ASC”) 842, *Leases*. The Company’s lease agreements typically contain annual escalators based on the percentage change in the Consumer Price Index which are accounted for as variable lease payments in the period in which the change occurs. For lease agreements that contain fixed rent escalators, the Company generally recognizes lease revenue on a straight-line basis of accounting. The Company generates revenues primarily by leasing healthcare-related properties to healthcare operators in triple-net lease arrangements, under which the tenant is solely responsible for the costs related to the property. Tenant reimbursements related to property taxes and insurance paid by the lessee directly to a third party on behalf of a lessor are required to be excluded from variable payments and from recognition in the lessor’s statements of operations. Otherwise, tenant recoveries for taxes and insurance are classified as additional rental revenues recognized by the lessor on a gross basis in its statements of operations.

The Company’s assessment of collectibility of its tenant receivables includes a binary assessment of whether or not substantially all of the amounts due under a tenant’s lease agreement are probable of collection. The Company considers the operator’s performance and anticipated trends, payment history, and the existence and creditworthiness of guarantees, among other factors, in making this determination. For such leases that are deemed probable of collection, revenue continues to be recorded on a straight-line basis over the lease term, if applicable. For such leases that are deemed not probable of collection, revenue is recorded as the lesser of (i) the amount which would be recognized on a straight-line basis or (ii) cash that has been received from the tenant, with any tenant and deferred rent receivable balances charged as a direct write-off against rental income in the period of the change in the collectibility determination. Such write-offs and recoveries are recorded as decreases or increases through rental income on the Company’s consolidated statements of operations. For the year ended December 31, 2022, the Company did not record any recovery adjustments and wrote-off \$1.4 million of rental income. For the year ended December 31, 2021, the Company did not record any recovery adjustments or write-off adjustments to rental income. For the year ended December 31, 2020, the Company recorded recovery adjustments of \$1.0 million and did not recognize any write-off adjustments to rental income. See Note 3, *Real Estate Investments, Net* for further detail.

Estimates and Assumptions—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Management believes that the assumptions and estimates used in preparation of the underlying consolidated financial statements are reasonable. Actual results, however, could differ from those estimates and assumptions.

CARETRUST REIT, INC.
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Real Estate Acquisition Valuation—In accordance with ASC 805, *Business Combinations*, the Company's acquisitions of real estate investments generally do not meet the definition of a business, and are treated as asset acquisitions. The assets acquired and liabilities assumed are measured at their acquisition date relative fair values. Acquisition costs are capitalized as incurred. The Company allocates the acquisition costs to the tangible assets, identifiable intangible assets/liabilities and assumed liabilities on a relative fair value basis. The Company assesses fair value based on available market information, such as capitalization and discount rates, comparable sale transactions and relevant per square foot or unit cost information. A real estate asset's fair value may be determined utilizing cash flow projections that incorporate such market information. Estimates of future cash flows are based on a number of factors including historical operating results, known and anticipated trends, as well as market and economic conditions. The fair value of tangible assets of an acquired property is based on the value of the property as if it is vacant.

Impairment of Long-Lived Assets—At each reporting period, the Company evaluates its real estate investments held for use for potential impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The judgment regarding the existence of impairment indicators, used to determine if an impairment assessment is necessary, is based on factors such as, but not limited to, market conditions, operator performance and legal structure. If indicators of impairment are present, the Company evaluates the carrying value of the related real estate investments in relation to the future undiscounted cash flows of the underlying facilities. The most significant inputs to the undiscounted cash flows include, but are not limited to, historical and projected facility level financial results, a lease coverage ratio, the intended hold period by the Company, and a terminal capitalization rate. The analysis is also significantly impacted by determining the lowest level of cash flows, which generally would be at the master lease level of cash flows. Provisions for impairment losses related to long-lived assets are recognized when expected future undiscounted cash flows are determined to be less than the carrying values of the assets. The impairment is measured as the excess of carrying value over fair value. All impairments are taken as a period cost at that time, and depreciation is adjusted going forward to reflect the new value assigned to the asset.

The Company classifies its real estate investments as held for sale when the applicable criteria have been met, which includes a formal plan to sell the properties that is expected to be completed within one year, among other criteria. Upon designation as held for sale, the Company writes down the excess of the carrying value over the estimated fair value less costs to sell, resulting in an impairment of the real estate investments, if necessary, and ceases depreciation.

In the event of impairment, the fair value of the real estate investment is based on current market conditions and considers matters such as the forecasted operating cash flows, lease coverage ratios, capitalization rates, comparable sales data, and, where applicable, contracts or the results of negotiations with purchasers or prospective purchasers.

If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a real estate investment previously classified as held for sale or otherwise no longer meets the held for sale criteria, the respective assets are reclassified as real estate investments held for use. A real estate investment that is reclassified is measured and recorded individually at the lower of (a) its carrying amount before the real estate investment was classified as held for sale, adjusted for any depreciation expense that would have been recognized had the real estate investment been continuously classified as held for use, or (b) the fair value at the date of the decision not to sell or change in circumstances that led to the real estate investment no longer meeting the criteria of held for sale.

The Company's ability to accurately estimate future cash flows and estimate and allocate fair values impacts the timing and recognition of impairments. While the Company believes its assumptions are reasonable, changes in these assumptions may have a material impact on financial results.

For the year ended December 31, 2022, the Company recorded an impairment charge of \$79.1 million. See Note 4, *Impairment of Real Estate Investments, Asset Held For Sale, Net and Asset Sales*, for additional information.

Other Real Estate Related Investments—Included in other real estate related investments on the Company's consolidated balance sheets at December 31, 2022, are three real estate secured loans receivable and two mezzanine loans receivable. Included in other real estate related investments on the Company's consolidated balance sheets at December 31, 2021, is one mezzanine loan receivable. The Company elected the fair value option for all other real estate related investments. Instruments for which the fair value option has been elected are measured at fair value on a recurring basis with changes in fair value recognized in other income (loss) on the consolidated statements of operations. Fair value was estimated using an internal valuation model that considered the expected future cash flows of the investment, the underlying collateral value, market

CARETRUST REIT, INC.
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interest rates and other credit enhancements. Interest income is recognized as earned within interest and other income in the consolidated statements of operations.

Prepaid expenses and other assets—Prepaid expenses and other assets consist of prepaid expenses, deposits, pre-acquisition costs and other loans receivable. During the year ended December 31, 2022, the Company determined that the remaining contractual obligations under two other loans receivable were not collectible and recorded a \$4.6 million expected credit loss, net of a loan loss recovery of \$0.8 million related to a loan previously written-off. Expected credit losses and recoveries are recorded in provision for loan losses, net in the consolidated statements of operations.

The Company's other loans receivable are reflected at amortized cost, net of an allowance for credit loss, on the accompanying consolidated balance sheets. The amortized cost of a loan receivable is the outstanding unpaid principal balance, net of unamortized discounts, costs and fees directly associated with the origination of the loan.

Income Taxes—The Company has elected to be taxed as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Code"). The Company believes it has been organized and has operated, and the Company intends to continue to operate, in a manner to qualify for taxation as a REIT under the Code. To qualify as a REIT, the Company must meet certain organizational and operational requirements, including a requirement to distribute to its stockholders at least 90% of the Company's annual REIT taxable income (computed without regard to the dividends paid deduction or net capital gain and which does not necessarily equal net income as calculated in accordance with GAAP). As a REIT, the Company generally will not be subject to federal income tax to the extent it distributes as qualifying dividends all of its REIT taxable income to its stockholders. If the Company fails to qualify as a REIT in any taxable year, it will be subject to federal income tax on its taxable income at regular corporate income tax rates and generally will not be permitted to qualify for treatment as a REIT for federal income tax purposes for the four taxable years following the year during which qualification is lost unless the Internal Revenue Service grants the Company relief under certain statutory provisions.

Real Estate Depreciation and Amortization—Real estate costs related to the acquisition and improvement of properties are capitalized and amortized over the expected useful life of the asset on a straight-line basis. Repair and maintenance costs are charged to expense as incurred and significant replacements and betterments are capitalized. Repair and maintenance costs include all costs that do not extend the useful life of the real estate asset. The Company considers the period of future benefit of an asset to determine its appropriate useful life. Expenditures for tenant improvements are capitalized and amortized over the shorter of the tenant's lease term or expected useful life. The Company anticipates the estimated useful lives of its assets by class to be generally as follows:

Building	25-40 years
Building improvements	10-25 years
Tenant improvements	Shorter of lease term or expected useful life
Integral equipment, furniture and fixtures	5 years
Identified intangible assets	Shorter of lease term or expected useful life

Cash and Cash Equivalents—Cash and cash equivalents consist of bank term deposits and money market funds with original maturities of three months or less at time of purchase and therefore approximate fair value. The fair value of these investments is determined based on "Level 1" inputs, which consist of unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets. The Company places its cash and cash equivalents with high credit quality financial institutions.

The Company's cash and cash equivalents balance periodically exceeds federally insurable limits. The Company monitors the cash balances in its operating accounts and adjusts the cash balances as appropriate; however, these cash balances could be impacted if the underlying financial institutions fail or are subject to other adverse conditions in the financial markets. To date, the Company has experienced no loss or lack of access to cash in its operating accounts.

Deferred Financing Costs—External costs incurred from placement of the Company's debt are capitalized and amortized on a straight-line basis over the terms of the related borrowings, which approximates the effective interest method. For senior unsecured notes payable and the senior unsecured term loan, deferred financing costs are netted against the outstanding debt amounts on the consolidated balance sheets. For the unsecured revolving credit facility, deferred financing costs are included in assets on the Company's consolidated balance sheets. Amortization of deferred financing costs is

CARETRUST REIT, INC.
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classified as interest expense in the consolidated statements of operations. Accumulated amortization of deferred financing costs was \$2.5 million and \$8.0 million at December 31, 2022 and 2021, respectively.

When financings are terminated, unamortized deferred financing costs, as well as charges incurred for the termination, are expensed at the time the termination is made. Gains and losses from the extinguishment of debt are presented within other income (loss) in the Company's consolidated statements of operations. During the year ended December 31, 2021, the Company recorded a loss on extinguishment of debt of \$10.8 million. See Note 7, *Debt*, for further detail.

Stock-Based Compensation—The Company accounts for share-based payment awards in accordance with ASC 718, *Compensation – Stock Compensation* (“ASC 718”). ASC 718 requires all entities to apply a fair value-based measurement method in accounting for share-based payment transactions with directors, officers and employees. The Company measures and recognizes compensation expense for all share-based payment awards made to directors, officers and employees based on the grant date fair value, amortized over the requisite service period of the award. Compensation expense for awards with performance-based vesting conditions is recognized based upon the probability that the performance target will be met. Compensation expense for awards with market-based vesting conditions is recognized based upon the estimated number of awards to be earned and is recognized provided that the requisite service is rendered, regardless of when, if ever, the market condition is satisfied. Forfeitures of stock-based awards are recognized as they occur. Net (loss) income reflects stock-based compensation expense of \$5.8 million, \$10.8 million and \$3.8 million for the years ended December 31, 2022, 2021 and 2020, respectively.

Concentration of Credit Risk—The Company is subject to concentrations of credit risk consisting primarily of operating leases on its owned properties. See Note 12, *Concentration of Risk*, for a discussion of major operator concentration.

Segment Disclosures—The Company is subject to disclosures about segments of an enterprise and related information in accordance with ASC 280, *Segment Reporting*. The Company has one reportable segment consisting of investments in healthcare-related real estate assets.

Earnings Per Share—The Company calculates earnings per share (“EPS”) in accordance with ASC 260, *Earnings Per Share*. Basic EPS is computed by dividing net income applicable to common stock by the weighted-average number of common shares outstanding during the period. Diluted EPS reflects the additional dilution for all potentially-dilutive securities.

Beds, Units, Occupancy and Other Measures—Beds, units, occupancy and other non-financial measures used to describe real estate investments included in these Notes to the consolidated financial statements are presented on an unaudited basis and are not subject to audit by the independent registered public accounting firm in accordance with the standards of the Public Company Accounting Oversight Board.

Recent Accounting Pronouncements— In March 2020, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2020-04, *Reference Rate Reform (Topic 848) - Facilitation of the Effects of Reference Rate Reform on Financial Reporting* (“ASU 2020-04”), which provides optional relief to applying reference rate reform to contracts, hedging relationships, and other transactions that reference the London Interbank Offered Rate (“LIBOR”). For U.S. Dollar LIBOR, the overnight, one-month, three-month, six-month and one-year LIBOR rates will be discontinued in June 2023, while other U.S. Dollar LIBOR rates were discontinued at the end of 2021. The amendments in this update were effective immediately and could have been applied through December 31, 2022. On December 21, 2022, the FASB issued ASU 2022-06 to defer the sunset date of ASC 848 to December 31, 2024. During the year ended December 31, 2022, the Company adopted ASU 2020-04. Adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

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3. REAL ESTATE INVESTMENTS, NET

The following table summarizes the Company's investment in owned properties held for use at December 31, 2022 and 2021 (dollars in thousands):

	December 31, 2022	December 31, 2021
Land	\$ 238,738	\$ 251,787
Buildings and improvements	1,483,133	1,622,019
Integral equipment, furniture and fixtures	97,199	104,722
Identified intangible assets	2,832	1,257
Real estate investments	1,821,902	1,979,785
Accumulated depreciation and amortization	(400,492)	(389,814)
Real estate investments, net	\$ 1,421,410	\$ 1,589,971

As of December 31, 2022, 94 of the Company's 216 facilities were leased to subsidiaries of The Ensign Group, Inc. ("Ensign") on a triple-net basis under multiple long-term leases (each, an "Ensign Master Lease" and, collectively, the "Ensign Master Leases") which commenced on June 1, 2014 and were subsequently modified on October 1, 2019, June 1, 2021, August 1, 2021, March 1, 2022 and April 1, 2022. The obligations under the Ensign Master Leases are guaranteed by Ensign. A default by any subsidiary of Ensign with regard to any facility leased pursuant to an Ensign Master Lease will result in a default under all of the Ensign Master Leases. As of December 31, 2022, annualized contractual rental income from the Ensign Master Leases was \$62.3 million and is escalated annually, in June, by an amount equal to the product of (1) the lesser of the percentage change in the Consumer Price Index ("CPI") (but not less than zero) or 2.5%, and (2) the prior year's rent. In addition to rent, the subsidiaries of Ensign that are tenants under the Ensign Master Leases are solely responsible for the costs related to the leased properties (including property taxes, insurance, and maintenance and repair costs). During the year ended December 31, 2020, the Company acquired four additional facilities leased to subsidiaries of Ensign on a triple-net basis under two separate master lease agreements, each of which contains a purchase option. As of December 31, 2022, annualized contractual rental income from the four additional Ensign facilities was \$3.9 million and is escalated annually, in December, by an amount equal to the product of (1) the lesser of the percentage change in the CPI (but not less than zero) or 2.5%, and (2) the prior year's rent. In addition to rent, the subsidiaries of Ensign that are tenants under the four additional facilities are solely responsible for the costs related to the leased properties (including property taxes, insurance, and maintenance and repair costs). The obligations under the lease agreements for the four additional facilities are guaranteed by Ensign but do not contain cross-default provisions with the Ensign Master Leases. See below under "Lease Amendments" for further detail on Ensign lease amendments.

As of December 31, 2022, 15 of the Company's facilities were leased to subsidiaries of Priority Management Group ("PMG") on a triple-net basis under one long-term lease (the "PMG Master Lease"). The PMG Master Lease commenced on December 1, 2016, and provides an initial term of fifteen years, with two five-year renewal options. As of December 31, 2022, annualized contractual rental income from the PMG Master Lease was \$30.2 million and is escalated annually by an amount equal to the product of (1) the lesser of the percentage change in the CPI (but not less than zero) or 3.0%, and (2) the prior year's rent. In addition to rent, the subsidiaries of PMG that are tenants under the PMG Master Lease are solely responsible for the costs related to the leased properties (including property taxes, insurance, and maintenance and repair costs).

As of December 31, 2022, 103 of the Company's 216 facilities were leased to various other operators under triple-net leases. All of these leases contain annual escalators based on the percentage change in the CPI (but not less than zero), some of which are subject to a cap, or fixed rent escalators. During the second and third quarters of 2022, the Company entered into triple-net lease agreements for two of the Company's 216 facilities which are being repurposed to behavioral health facilities with rent commencing 12 to 18 months following lease commencement. Two of the Company's 216 facilities are non-operational and are leased under a short term lease with an expected remaining term of less than one year as of December 31, 2022. As of December 31, 2022, five facilities were held for sale. See Note 4, *Impairment of Real Estate Investments, Assets Held for Sale, Net and Asset Sales* for additional information.

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As of December 31, 2022, the Company's total future contractual minimum rental income for all of its tenants, excluding operating expense reimbursements, was as follows (dollars in thousands):

Year	Amount
2023	\$ 190,704
2024	190,463
2025	190,621
2026	190,727
2027	187,719
Thereafter	984,665
	<u>\$ 1,934,899</u>

Tenant Purchase Options

Certain of the Company's operators hold purchase options allowing them to acquire properties they currently lease from the Company. A summary of these purchase options is presented below (dollars in thousands):

Asset Type	Properties	Lease Expiration	Next Option Open Date ⁽¹⁾	Option Type ⁽²⁾	Current Cash Rent ⁽³⁾
SNF	11	November 2030	1/1/2023 ⁽⁴⁾	B	5,092
SNF	1	March 2029	4/1/2022 ⁽⁵⁾	A / B ⁽⁶⁾	805
SNF / Campus	2	October 2032	1/1/2023 ⁽⁴⁾	A	1,097
SNF	4	November 2034	12/1/2024 ⁽⁵⁾	A	3,891

(1) The Company has not received notice of exercise for the option periods that are currently open.

(2) Option type includes:

A - Fixed base price.

B - Fixed capitalization rate on lease revenue.

(3) Based on annualized cash revenue for contracts in place at December 31, 2022.

(4) Option window is open for six months.

(5) Option window is open until the expiration of the lease term.

(6) Purchase option reflects two option types.

Rental Income

The following table summarizes components of the Company's rental income (dollars in thousands):

	For the Year Ended December 31,		
	2022	2021	2020
Rental Income			
Contractual rent due ⁽¹⁾	\$ 188,906	\$ 190,100	\$ 171,309
Straight-line rent	17	32	77
Adjustment for collectibility ⁽²⁾	(1,417)	—	—
Recoveries ⁽³⁾	—	—	1,047
Lease termination revenue ⁽⁴⁾	—	63	1,179
Total	<u>\$ 187,506</u>	<u>\$ 190,195</u>	<u>\$ 173,612</u>

(1) Includes initial cash rent and tenant operating expense reimbursements, as adjusted for applicable rental escalators and rent increases due to capital expenditures funded by the Company. For tenants on a cash basis, this represents the lesser of the amount that would be recognized on a straight-line basis or cash that has been received.

(2) During the year ended December 31, 2022, and in accordance with ASC 842, the Company evaluated the collectibility of lease payments through maturity and determined that it was not probable that the Company would collect substantially all of the contractual obligations from five existing and former operators. As such, the Company reversed \$0.7 million of operating expense reimbursements, \$0.2 million of contractual rent and \$0.5 million of straight-line rent during the year ended December 31, 2022. If lease payments are subsequently deemed probable of collection, the Company will reestablish the receivable which will result in an increase in rental income for such recoveries.

(3) During the year ended December 31, 2020, the Company recovered \$1.0 million in rental income related to affiliates of Metron Integrated Health Systems ("Metron") that was previously written off.

CARETRUST REIT, INC.
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- (4) In connection with the agreement to terminate its lease agreements with Metron and to sell the facilities to a third-party, the Company received certain lease termination payments from Metron. During the years ended December 31, 2021 and 2020, the Company recognized approximately \$0.1 million and \$1.2 million in lease termination revenue, respectively.

Recent Real Estate Acquisitions

The following table summarizes the Company's acquisitions for the years ended December 31, 2022, 2021 and 2020 (dollar amounts in thousands):

Type of Property	Purchase Price ⁽¹⁾	Initial Annual Cash Rent	Number of Properties	Number of Beds/Units ⁽²⁾
December 31, 2022				
Skilled nursing	\$ 8,918	\$ 815	1	135
Multi-service campuses	13,003	1,235	1	130
Total	<u>\$ 21,921</u>	<u>\$ 2,050</u>	<u>2</u>	<u>265</u>
December 31, 2021				
Skilled nursing	\$ 57,973	\$ 4,499 ⁽³⁾	4	509
Multi-service campuses	125,708	8,604 ⁽⁴⁾	4	640
Assisted living	12,395	— ⁽⁵⁾	2	98
Total	<u>\$ 196,076</u>	<u>\$ 13,103</u>	<u>10</u>	<u>1,247</u>
December 31, 2020				
Skilled nursing	\$ 75,545	\$ 6,453	6	715
Multi-service campuses	6,876	555	1	184
Assisted living	7,396	590	1	62
Total	<u>\$ 89,817</u>	<u>\$ 7,598</u>	<u>8</u>	<u>961</u>

(1) Purchase price includes capitalized acquisition costs.

(2) The number of beds/units includes operating beds at acquisition date.

(3) Initial annual cash rent represents initial cash rent for the first twelve months excluding any impact of straight-line rent.

(4) Initial annual cash rent represents the first twelve months of rent upon commencement of the Company's long-term net leases, which occurred during the three months ended June 30, 2021, upon the tenant's receipt of licensing approval and increases to \$9.4 million in the second year with CPI-based annual escalators thereafter.

(5) Initial annual cash rent is zero until transfer of operations upon receipt of licensing approval.

Lease Amendments

Noble Partial Lease Termination and New Landmark Leases. In June and August of 2022, one ALF in Florida and one ALF in Maryland were removed from a master lease with affiliates of Noble Senior Services ("Noble") and the Company amended the applicable Noble master lease to reflect the removal of the two ALFs. Annual cash rent under the applicable Noble master lease decreased by approximately \$1.1 million. In connection with the partial lease termination, the Company entered into a lease with Landmark Recovery of Maryland, LLC and Landmark Recovery of Florida, LLC (collectively "Landmark") to repurpose the facilities to behavioral health treatment centers. Rent under the leases will commence 12 - 18 months following commencement of the lease term or, if earlier, upon Landmark obtaining all licensure, permits, and other required regulatory authorizations with respect to operating the facility. The leases will expire on the 20th anniversary of the rent commencement date and both contain one 10-year renewal option and CPI-based rent escalators.

Pennant Partial Lease Termination and Amended Ensign Master Leases. On April 1, 2022, operations at two ALFs in California and Washington operated by affiliates of The Pennant Group, Inc. ("Pennant") were transferred to affiliates of The Ensign Group, Inc. ("Ensign"). In connection with the transfers, the Company amended the Pennant master lease to reflect the removal of the two ALFs and amended two existing Ensign Master Leases to include the two ALFs. The applicable Ensign Master Leases, as amended, had a remaining term at the date of amendment of approximately five years and 16 years, respectively, both with three five-year renewal options and CPI-based rent escalators. Annual cash rent under each of the two applicable Ensign Master Leases, as amended, increased by approximately \$0.4 million and annual cash rent under the Pennant master lease, as amended, decreased by \$0.8 million.

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On March 1, 2022, operations at one ALF in Arizona operated by affiliates of Pennant were transferred to affiliates of Ensign. In connection with the transfer, the Company amended the Pennant master lease to reflect the removal of the ALF and amended an existing Ensign Master Lease to include the one ALF. The applicable Ensign Master Lease, as amended, had a remaining term at the date of amendment of approximately 11 years, with two five-year renewal options and CPI-based rent escalators. Annual cash rent under the applicable Ensign Master Lease, as amended, increased by approximately \$0.3 million and annual cash rent under the Pennant master lease, as amended, decreased by the same amount.

Amended Eduro Master Lease. On February 1, 2022, the Company acquired one SNF. In conjunction with the acquisition, the Company amended its existing triple-net master lease with affiliates of Eduro Healthcare, LLC (“Eduro”) to include the one SNF and extended the initial lease term. The Eduro master lease, as amended, had a remaining term at the date of amendment of approximately 12 years, with two five-year renewal options and CPI-based rent escalators. Annual cash rent under the Eduro master lease, as amended, increased by approximately \$0.8 million.

Amended WLC Master Lease. On March 1, 2022, the Company acquired one multi-service campus. In conjunction with the acquisition, the Company amended its existing triple-net master lease with affiliates of WLC Management Firm, LLC (“WLC”) to include the one multi-service campus. The WLC master lease, as amended, had a remaining term at the date of amendment of approximately 12 years, with two five-year renewal options and CPI-based rent escalators. Annual cash rent under the WLC master lease, as amended, increased by approximately \$1.2 million.

Amended Noble Master Leases and New Noble NJ Master Lease. During the three months ended September 30, 2021, the Company did not collect a portion of rent from affiliates of Noble Senior Services and Noble VA Holdings, LLC (collectively, “Noble”). On September 23, 2021, the Company amended its two existing triple-net master leases with Noble. The lease amendment granted a deferral for a total of \$1.8 million of unpaid base rent, which represented approximately 4% of the Company’s total contractual base rent for the three months ended September 30, 2021. In connection with its agreement to the rent deferral, the Company also entered into a purchase agreement with Noble to acquire two assisted living facilities owned by Noble. The lease amendment required the deferred rent, as well as all contractual rent for the fourth quarter of 2021, to be paid in full upon the closing of the purchase of the two facilities. The Company closed on the acquisition of the two facilities in December 2021 and the deferred rent, as well as all contractual rent for the fourth quarter of 2021, was paid in full. The two facilities are currently leased back to Noble under a short-term lease agreement while the Company pursues other tenants for the long-term.

Amended Ensign Master Lease. On August 1, 2021, the Company acquired two skilled nursing facilities. The facilities were leased to affiliates of Ensign. In conjunction with the acquisition of the two facilities, the Company amended and extended the initial term of an existing Ensign Master Lease to include the two skilled nursing facilities. The Ensign Master Lease, as amended, had a remaining term at the date of amendment of approximately 17 years, with three five-year renewal options and CPI-based rent escalators. Annual cash rent under the amended lease increased by approximately \$2.2 million, with GAAP rent increasing by \$2.5 million due to a \$5.0 million prepayment of rent made at closing, which is being amortized on a straight-line basis over the remaining lease term.

Five Oaks Lease Termination and Amended Ensign Master Lease. On June 1, 2021, operating affiliates of Ensign acquired certain operations and assets of Five Oaks Healthcare, LLC (“Five Oaks”) under an agreement with Five Oaks. The agreement granted Ensign the right to occupy and operate four of the Company’s skilled nursing facilities in Washington that were previously being operated by Five Oaks. In conjunction with consenting to the transfer, the Company terminated the existing Five Oaks master lease, and amended and extended the term of an existing triple-net master lease with Ensign to include the four skilled nursing facilities. The Ensign lease, as amended, had a remaining term at the date of amendment of approximately 15 years, with three five-year renewal options and CPI-based rent escalators. Annual cash rent under the terminated Five Oaks master lease was approximately \$2.6 million, and annual cash rent under the amended Ensign lease increased by the same amount.

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Premier Partial Lease Termination and Amended Noble VA Master Lease. On March 10, 2021 and July 1, 2021, two assisted living facilities in Wisconsin operated by affiliates of Premier Senior Living, LLC (“Premier”) were transferred to affiliates of Noble VA Holdings, LLC (“Noble VA”). In connection with the transfer, the Company partially terminated the Premier master lease and amended the existing triple-net master lease with Noble VA to include the two assisted living facilities. The Noble VA master lease, as amended, had a remaining term at the date of amendment of approximately 13 years, with two five-year renewal options and CPI-based rent escalators. Initial annual cash rent under the amended Noble VA master lease increased by approximately \$1.3 million on March 10, 2021 and approximately \$1.0 million on July 1, 2021 and annual cash rent under the partially terminated Premier master lease decreased by approximately the same amount. See above under “Amended Noble Master Leases and New Noble NJ Master Lease” for additional information regarding the Company’s leases with Noble.

Twenty/20 Lease Termination and New Noble VA Master Lease. On December 1, 2020, five assisted living facilities in Virginia operated by Twenty/20 Management, Inc. (“Twenty/20”) were transferred to affiliates of Noble VA. In connection with the transfer, the Company entered into a new triple-net master lease with Noble VA. The lease had an initial term of approximately 14 years as of December 1, 2020, with two five-year renewal options and CPI-based rent escalators. Initial annual cash rent under the new lease is approximately \$3.2 million. See above under “Amended Noble Master Leases and New Noble NJ Master Lease” for additional information regarding the Company’s leases with Noble.

4. IMPAIRMENT OF REAL ESTATE INVESTMENTS, ASSETS HELD FOR SALE, NET AND ASSET SALES

In connection with the Company’s ongoing review and monitoring of its investment portfolio and the performance of its tenants, during the first quarter of 2022, the Company determined to pursue the sale of 27 properties and the repurposing of three properties representing an aggregate of approximately 10% of contractual cash rent as of March 31, 2022. As of March 31, 2022, the Company determined that these 27 properties met the criteria to be classified as assets held for sale. During the year ended December 31, 2022, the Company recognized an aggregate impairment charge of \$79.1 million, of which \$45.0 million related to 12 facilities that have been sold, \$18.0 million related to 10 facilities that were classified as held for sale in the first quarter of 2022 and reclassified to held for use in the third and fourth quarters of 2022, \$14.4 million related to five facilities that were held for sale as of December 31, 2022, and \$1.7 million related to one facility that was held for use during the year. For properties classified as held for sale, the impairment charges were recognized to write down the properties to the lower of their carrying value or their aggregate fair value, less estimated costs to sell. For properties classified as held for use, the impairment charges were recognized to write down the properties to their fair value.

Following the asset sales and held for sale reclassifications discussed below, five properties continued to meet the criteria to be classified as held for sale as of December 31, 2022. As of December 31, 2022, the real estate comprising the remaining five properties classified as held for sale had an aggregate carrying value of \$12.3 million.

The fair value of the assets held for sale was based on estimated sales prices, which are considered to be Level 3 measurements within the fair value hierarchy. Estimated sales prices were determined using a market approach (comparable sales model), which relies on certain assumptions by management, including: (i) comparable market transactions, (ii) estimated prices per unit, and (iii) binding agreements for sales and non-binding offers to purchase from unrelated third-parties. There are inherent uncertainties in making these assumptions. For the Company’s impairment calculations, the Company’s fair value estimates primarily relied on a market approach and utilized prices per unit ranging from \$20,000 to \$85,000, with a weighted average price per unit of \$55,000.

Asset Sales and Held for Sale Reclassifications

During the first quarter of 2022, the Company determined that one ALF that was classified as held for sale at December 31, 2021 no longer met the held for sale criteria. The Company reclassified this ALF’s carrying value of \$4.8 million out of assets held for sale and recorded catch-up depreciation of approximately \$0.1 million during the year ended December 31, 2022.

During the first quarter of 2022, the Company closed on the sale of one SNF, operated by affiliates of Cascadia Healthcare, LLC (“Cascadia”), consisting of 83 beds located in Washington with a carrying value of \$0.8 million, for net sales proceeds of \$1.0 million. During the year ended December 31, 2022, the Company recorded a gain of \$0.2 million in connection with the sale. There was no rent reduction under the Cascadia master lease in connection with the sale.

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During the third quarter of 2022, the Company determined that one ALF, with a carrying value of \$4.9 million, that was classified as held for sale at June 30, 2022 no longer met the held for sale criteria. The Company reclassified this ALF out of assets held for sale at its fair value at the date of the decision not to sell of approximately \$4.9 million, or a weighted average price per unit of \$125,000.

During the third quarter of 2022, the Company closed on the sale of six SNFs and one multi-service campus, operated by affiliates of Trio Healthcare Holdings, LLC (“Trio”), consisting of 708 beds located in Ohio for net proceeds of \$32.8 million. In connection with the sale, the Company provided affiliates of the purchaser of the properties with a \$7.0 million term loan that bears interest at 8.5% and has a maturity date of September 30, 2025. The Company also provided a \$5.0 million bridge loan to four individuals that bore interest at 8.5% and was subsequently repaid during the fourth quarter of 2022. Prior to their sale, the seven properties were classified as held for sale, with a carrying value of \$46.9 million. During the year ended December 31, 2022, the Company recorded a loss of \$2.1 million in connection with the sale.

During the fourth quarter of 2022, the Company closed on the sale of five ALFs, operated by affiliates of Noble VA Holdings, LLC (“Noble”), consisting of 301 beds located in Virginia for net proceeds of \$11.0 million. Prior to their sale, the five properties had been classified as held for sale at September 30, 2022, with a carrying value of \$12.7 million. During the year ended December 31, 2022, the Company recorded a loss of \$1.7 million in connection with the sale.

During the fourth quarter of 2022, the Company determined that nine ALFs, with a carrying value of \$50.8 million, that were classified as held for sale at September 30, 2022, no longer met the held for sale criteria. The Company reclassified the nine ALFs out of assets held for sale at their fair value at the date of the decision not to sell of approximately \$47.8 million.

The fair value of assets reclassified as real estate investments held for use was based on an income approach using current market conditions and considers matters such as the forecasted operating cash flows, lease coverage ratios, capitalization rates, and, where applicable, terms of recent lease agreements or the results of negotiations with prospective tenants, which are considered to be Level 3 measurements within the fair value hierarchy. There are inherent uncertainties in making these assumptions. For the Company’s impairment calculations, the Company’s fair value estimates primarily relied on an income approach. When utilizing an income approach, assumptions include, but are not limited to, terminal capitalization rates ranging from 7.5% to 8.75% and discount rates ranging from 8.5% to 9.75%.

Impairment of Assets Held For Use

During the second quarter of 2022, the Company recognized an impairment charge of \$1.7 million related to one SNF. The Company wrote down its carrying value of \$2.8 million to its estimated fair value of \$1.1 million, which is included in real estate investments, net on the Company’s consolidated balance sheets. The fair value of the asset was based on comparable market transactions. For the Company’s impairment calculation, the Company’s fair value estimates primarily relied on a market approach and utilized prices per unit of \$20,000.

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5. OTHER REAL ESTATE RELATED AND OTHER INVESTMENTS

As of December 31, 2022 and 2021, the Company's other real estate related investments, at fair value, consisted of the following (dollar amounts in thousands):

Investment	Facility Count and Type	Principal Balance as of December 31, 2022	Book Value as of December 31, 2022	Book Value as of December 31, 2021	As of December 31, 2022	
					Weighted Average Contractual Interest Rate	Maturity Date
Senior mortgage secured loan receivable	18 SNF/Campus	\$ 75,000	\$ 72,543	\$ —	(1) 8.4 %	6/30/2027
Mortgage secured loan receivable	5 SNF	22,250	21,345	—	(2) 10.2 %	8/1/2025
Mortgage secured loan receivable	4 SNF	24,900	23,796	—	(2) 9.0 %	9/8/2025
Mezzanine loan receivable	9 SNF	15,000	14,672	15,155	12.0 %	11/30/2025
Mezzanine loan receivable	18 SNF/Campus	25,000	24,012	—	11.0 %	6/30/2032
Total		<u>\$ 162,150</u>	<u>\$ 156,368</u>	<u>\$ 15,155</u>		

(1) Rate is net of subservicing fee.

(2) Term secured overnight financing rate ("SOFR") used as of December 31, 2022 was 4.33%. Rates are net of subservicing fees.

The following table summarizes the Company's other real estate related investments activity for the year ended December 31, 2022 and 2021 (dollars in thousands):

	For the Year Ended December 31,	
	2022	2021
Origination of other real estate related investments	\$ 147,150	\$ —
Accrued interest, net	1,165	155
Unrealized loss on other real estate related investments	(7,102)	—
Net increase in other real estate related investments, at fair value	<u>\$ 141,213</u>	<u>\$ 155</u>

In September 2022, the Company extended a \$24.9 million term loan as part of a larger, multi-tranche real estate secured term loan facility to a skilled nursing real estate owner. The secured term loan was structured with an "A" and a "B" tranche (with the payments on the "B" tranche being subordinate to the "A" tranche pursuant to the terms of a written agreement between the lenders). The Company's \$24.9 million secured term loan constituted the entirety of the "B" tranche with its payments subordinated accordingly. The secured term loan is primarily secured by four skilled nursing facilities operated by an operator in the Southeast. The "B" tranche secured term loan is set to mature on September 8, 2025, with two one-year extension options and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date for an exit fee ranging from 1% to 3% of the loan plus unpaid interest payments; provided, however, that no exit fee is payable in connection with portions of the loan being refinanced pursuant to a loan (or loans) provided by or insured by the United States Department of Housing and Urban Development, Federal Housing Administration, or a similar governmental authority. The "B" tranche secured term loan provides for an earnout advance of \$4.7 million if certain conditions are met. The "B" tranche secured term loan bears interest at a rate based on term SOFR, calculated as a fraction, with the numerator being the difference between (i) the monthly payment of interest of term SOFR plus a 4.50% spread and (ii) the amount of such monthly payment of interest of term SOFR plus a 2.85% spread, and with the denominator being the average daily balance of the outstanding principal amount during the applicable month, with such fraction expressed as a percentage and annualized, with a term SOFR floor of 1.0% and less a subservicing fee of 100% over 9.00%. The "B" tranche secured term loan requires monthly interest payments. The Company elected the fair value option for the "B" tranche secured term loan.

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In August 2022, the Company extended a \$22.3 million term loan as part of a larger, multi-tranche real estate secured term loan facility to a skilled nursing real estate owner. The secured term loan was structured with an “A” and a “B” tranche (with the payments on the “B” tranche being subordinate to the “A” tranche pursuant to the terms of a written agreement between the lenders). The Company’s \$22.3 million secured term loan constituted the entirety of the “B” tranche with its payments subordinated accordingly. The secured term loan is primarily secured by five skilled nursing facilities, four of which are operated by an existing operator and one of which is operated by a large, regional skilled nursing operator. The “B” tranche secured term loan is set to mature on August 1, 2025, with two one-year extension options and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date for an exit fee ranging from 2% to 3% of the loan plus unpaid interest payments; provided, however, that no exit fee is payable in connection with portions of the loan being refinanced pursuant to a loan (or loans) provided by or insured by the United States Department of Housing and Urban Development, Federal Housing Administration, or a similar governmental authority. The “B” tranche secured term loan bears interest at a rate based on term secured overnight financing rate, calculated as a fraction, with the numerator being the difference between (i) the monthly payment of interest of term SOFR plus a 4.25% spread and (ii) the amount of such monthly payment of interest of term SOFR plus a 2.75% spread, and with the denominator being the average daily balance of the outstanding principal amount during the applicable month, with such fraction expressed as a percentage and annualized, with a term SOFR floor of 1.0% and less a subservicing fee of 50% over 8.25%. The “B” tranche secured term loan requires monthly interest payments. The Company elected the fair value option for the “B” tranche secured term loan.

In June 2022, the Company extended a \$75.0 million term loan to a skilled nursing real estate owner as part of a larger, multi-tranche, senior secured term loan facility. The senior secured term loan was structured with an “A” tranche, a “B” tranche, and a “C” tranche (with the “C” tranche being the most subordinate). The Company’s \$75.0 million term loan constituted the entirety of the “C” tranche with its payments subordinated accordingly. The senior secured term loan facility is secured by an 18-facility skilled nursing portfolio in the Mid-Atlantic region, operated by a large, regional skilled nursing operator. In connection with the senior secured term loan facility and the borrower’s acquisition of the skilled nursing portfolio, the Company also extended to the borrower group a \$25.0 million mezzanine loan. The “C” tranche of the senior secured term loan bears interest at 8.5%, less a servicing fee equal to the positive difference, if any, between the lesser of the contractual interest payment and actual payment of interest made by the borrower and a hypothetical interest payment at a rate of 8.25%, resulting in an effective interest rate of 8.375%. The “C” tranche senior secured term loan is set to mature on June 30, 2027 and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date for an exit fee ranging from 1% to 3% of the loan plus unpaid interest payments through the end of the month of prepayment; provided, however, that no exit fee is payable in connection with portions of the loan being refinanced pursuant to a loan (or loans) provided by or insured by the United States Department of Housing and Urban Development, Federal Housing Administration, or a similar governmental authority. The mezzanine loan bears interest at 11% and is secured by a pledge of membership interests in an up-tier affiliate of the borrower group. The mezzanine loan is set to mature on June 30, 2032, and may (subject to certain restrictions) be prepaid in whole or in part before the maturity date, commencing on June 30, 2029, for an exit fee ranging from 1% to 3% of the loan plus unpaid interest payments through the date of prepayment. The “C” tranche senior secured term loan and mezzanine loan both require monthly interest payments. The Company elected the fair value option for both the “C” tranche term loan and the mezzanine loan.

The fair value option is elected on an instrument by instrument basis and must be applied to an entire instrument and is irrevocable once elected. The Company’s primary purpose in electing the fair value option for these instruments was to align with management’s view of the underlying economics of the loans and the manner in which they are managed.

As of December 31, 2022 and 2021, the Company’s other loans receivable, included in prepaid expenses and other assets, net on the Company’s consolidated balance sheets, consisted of the following (dollars in thousands):

Investment	Principal Balance as of December 31, 2022	Book Value as of December 31, 2022	Book Value as of December 31, 2021	As of December 31, 2022	
				Weighted Average Contractual Interest Rate	Maturity Date
Other loans receivable	\$ 9,596	\$ 9,600	\$ 3,161	8.5 %	9/1/2023 - 9/30/2025
Expected credit loss	—	(2,094)	—		
Total	<u>\$ 9,596</u>	<u>\$ 7,506</u>	<u>\$ 3,161</u>		

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The following table summarizes the Company's other loans receivable activity for the year ended December 31, 2022 and 2021 (dollars in thousands):

	For the Year Ended December 31,	
	2022	2021
Origination of loans receivable	\$ 14,500	\$ 1,253
Principal payments	(6,307)	(393)
Accrued interest, net	(4)	(6)
Provision for loan losses, net	(3,844)	—
Net increase in other loans receivable	\$ 4,345	\$ 854

Expected credit losses and recoveries are recorded in provision for loan losses, net in the consolidated statements of operations. During the year ended December 31, 2022, the Company recorded a \$4.6 million expected credit loss related to two other loans receivable that were placed on non-accrual status, net of a loan loss recovery of \$0.8 million related to a loan previously written-off. During the year ended December 31, 2022, the Company fully reserved and wrote-off \$2.5 million, related to one other loan receivable, in connection with the sale of six SNFs and one multi-service campus. As of December 31, 2021, the Company had no expected credit loss and did not consider any loan receivable investments to be impaired.

The following table summarizes the interest and other income recognized from the Company's loans receivable and other investments during the years ended December 31, 2022, 2021 and 2020 (dollar amounts in thousands):

Investment	For Year Ended December 31,		
	2022	2021	2020
Mortgage secured loans receivable	\$ 4,853	\$ —	\$ 2,044
Mezzanine loans receivable	3,489	1,825	305
Preferred equity investments ⁽¹⁾	—	—	24
Other	284	331	270
Total	\$ 8,626	\$ 2,156	\$ 2,643

(1) As of December 31, 2022 and 2021, the Company had no preferred equity investments.

6. FAIR VALUE MEASUREMENTS

The Company determines fair value based on quoted prices when available or through the use of alternative approaches, such as discounting the expected cash flows using market interest rates commensurate with the credit quality and duration of the investment. GAAP guidance defines three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets and liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability or can be corroborated with observable market data for substantially the entire contractual term of the asset or liability.

Level 3 – Unobservable inputs reflect the entity's own assumptions about the assumptions that market participants would use in the pricing of the asset or liability and are consequently not based on market activity, but rather through particular valuation techniques.

The determination of where an asset or liability falls in the hierarchy requires significant judgment and considers factors specific to the asset or liability. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company evaluates its hierarchy disclosures each quarter and, depending on various factors, it is possible that an asset or liability may be classified differently from quarter to quarter. Changes in the type of inputs may result in a reclassification for certain assets. The Company does not expect that changes in classifications between levels will be frequent.

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Items Measured at Fair Value on a Recurring Basis

The following table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of December 31, 2022 and 2021, aggregated by the level in the fair value hierarchy within which those instruments fall (dollars in thousands):

	Level 1	Level 2	Level 3	Balance as of December 31, 2022
Assets:				
Mortgage secured loans receivable	\$ —	\$ —	\$ 117,684	\$ 117,684
Mezzanine loans receivable	—	—	38,684	38,684
Total	\$ —	\$ —	\$ 156,368	\$ 156,368
	Level 1	Level 2	Level 3	Balance as of December 31, 2021
Assets:				
Mezzanine loan receivable	\$ —	\$ —	\$ 15,155	\$ 15,155

The following table details the Company's assets measured at fair value on a recurring basis using Level 3 inputs (dollars in thousands):

	Investments in Real Estate Secured Loans	Investments in Mezzanine Loans
Balance at December 31, 2021	\$ —	\$ 15,155
Loan originations	122,150	25,000
Accrued interest, net	928	237
Unrealized loss on other real estate related investments	(5,394)	(1,708)
Balance as of December 31, 2022	\$ 117,684	\$ 38,684

Real estate secured and mezzanine loans receivable: The fair value of the secured and mezzanine loans receivables were estimated using an internal valuation model that considered the expected future cash flows of the investment, the underlying collateral value, market interest rates and other credit enhancements. As such, the Company classifies each instrument as Level 3 due to the significant unobservable inputs used in determining market interest rates for investments with similar terms. During the year ended December 31, 2022, the Company recorded an unrealized loss of \$7.1 million on the Company's secured and mezzanine loans receivable due to rising interest rates. Future changes in market interest rates or collateral value could materially impact the estimated discounted cash flows that are used to determine the fair value of the secured and mezzanine loans receivable. As of December 31, 2022 and 2021, the Company did not have any loans that were 90 days or more past due.

The following table shows the quantitative information about unobservable inputs related to the Level 3 fair value measurements comprising the investments in secured and mezzanine loans receivables as of December 31, 2022:

Type	Book Value as of December 31, 2022	Valuation Technique	Unobservable Inputs	Range
Mortgage secured loans receivable	\$ 117,684	Discounted cash flow	Discount Rate	9% - 13%
Mezzanine loans receivable	38,684	Discounted cash flow	Discount Rate	12% - 14%

For the year ended December 31, 2022, there were no classification changes in assets and liabilities with Level 3 inputs in the fair value hierarchy.

Items Measured at Fair Value on a Non-Recurring Basis

Real Estate Investments: The Company performs quarterly impairment review procedures, primarily through continuous monitoring of events and changes in circumstances that could indicate the carrying value of its real estate assets may not be recoverable. The Company estimates fair values using Level 3 inputs and uses a combined income and market approach. Specifically, the fair value of the real estate investment is based on current market conditions and considers matters such as the forecasted operating cash flows, lease coverage ratios, capitalization rates, comparable sales data, and, where applicable, contracts or the results of negotiations with purchasers or prospective purchasers. For the year ended December 31, 2022, the

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Company recorded an impairment charge of \$79.1 million. For the years ended December 31, 2021 and 2020, there were no real estate assets deemed to be impaired. See Note 4, *Impairments of Real Estate Investments, Assets Held for Sale, Net and Asset Sales*, for additional information.

Items Disclosed at Fair Value

Considerable judgment is necessary to estimate the fair value disclosure of financial instruments. The estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized upon disposition of the financial instruments. A summary of the face values, carrying amount and fair value of the Notes (as defined in Note 7, *Debt*, below) as of December 31, 2022 and 2021 using Level 2 inputs (dollars in thousands):

	December 31, 2022			December 31, 2021		
	Face Value	Carrying Amount	Fair Value	Face Value	Carrying Amount	Fair Value
Financial liabilities:						
Senior unsecured notes payable	\$ 400,000	\$ 395,150	\$ 345,036	\$ 400,000	\$ 394,262	\$ 410,500

Cash and cash equivalents, accounts and other receivables, accounts payable, and accrued liabilities: The carrying values for these instruments approximate their fair values due to the short-term nature of these instruments.

Senior unsecured notes payable: The fair value of the Notes was determined using third-party quotes derived from orderly trades.

Unsecured revolving credit facility and senior unsecured term loan: The fair values approximate their carrying values as the interest rates are variable and approximate prevailing market interest rates for similar debt arrangements.

7. DEBT

The following table summarizes the balance of the Company's indebtedness as of December 31, 2022 and 2021 (in thousands):

	December 31, 2022			December 31, 2021		
	Principal Amount	Deferred Loan Fees	Carrying Amount	Principal Amount	Deferred Loan Fees	Carrying Amount
Senior unsecured notes payable	\$ 400,000	\$ (4,850)	\$ 395,150	\$ 400,000	\$ (5,738)	\$ 394,262
Senior unsecured term loan	200,000	(652)	199,348	200,000	(864)	199,136
Unsecured revolving credit facility	125,000	—	125,000	80,000	—	80,000
	<u>\$ 725,000</u>	<u>\$ (5,502)</u>	<u>\$ 719,498</u>	<u>\$ 680,000</u>	<u>\$ (6,602)</u>	<u>\$ 673,398</u>

Senior Unsecured Notes Payable

2028 Senior Notes. On June 17, 2021, the Company's wholly owned subsidiary, CTR Partnership, L.P. (the "Operating Partnership"), and its wholly owned subsidiary, CareTrust Capital Corp. (together with the Operating Partnership, the "Issuers") completed a private offering of \$400.0 million aggregate principal amount of 3.875% Senior Notes due 2028 (the "Notes") to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended. The Notes were issued at par, resulting in gross proceeds of \$400.0 million and net proceeds of approximately \$393.8 million after deducting underwriting fees and other offering expenses. The Notes mature on June 30, 2028. The Notes accrue interest at a rate of 3.875% per annum payable semiannually in arrears on June 30 and December 30 of each year, commencing on December 30, 2021.

The Issuers may redeem some or all of the Notes at any time prior to March 30, 2028 at a price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest on the Notes, if any, to, but not including, the redemption date, plus a "make-whole" premium. At any time on or after March 30, 2028, the Issuers may redeem some or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes redeemed plus accrued interest on the Notes, if any, to, but not including, the redemption date. In addition, at any time on or prior to June 30, 2024, up to 40% of the

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aggregate principal amount of the Notes may be redeemed with the net proceeds of certain equity offerings at a redemption price of 103.875% of the aggregate principal amount of Notes to be redeemed plus accrued and unpaid interest on the Notes, if any, to, but not including, the redemption date. If certain changes of control of the Company occur, the Issuers will be required to make an offer to holders of the Notes to repurchase their Notes at a price of 101% of their principal amount plus accrued and unpaid interest, if any, to, but not including, the repurchase date.

The obligations under the Notes are fully and unconditionally guaranteed, jointly and severally, on an unsecured basis, by the Company and all of CareTrust's existing and future subsidiaries (other than the Issuers) that guarantee obligations under the Amended Credit Facility (as defined below); provided, however, that such guarantees are subject to automatic release under certain customary circumstances.

The indenture governing the Notes contains customary covenants such as limiting the ability of the Company and its restricted subsidiaries to: incur or guarantee additional indebtedness; incur or guarantee secured indebtedness; pay dividends or distributions on, or redeem or repurchase, capital stock; make certain investments or other restricted payments; sell assets; enter into transactions with affiliates; merge or consolidate or sell all or substantially all of their assets; and create restrictions on the ability of the Issuers and their restricted subsidiaries to pay dividends or other amounts to the Issuers. The indenture governing the Notes also requires the Company and its restricted subsidiaries to maintain a specified ratio of unencumbered assets to unsecured indebtedness. These covenants are subject to a number of important and significant limitations, qualifications and exceptions. The indenture governing the Notes also contains customary events of default.

As of December 31, 2022, the Company was in compliance with all applicable financial covenants under the indenture governing the Notes.

2025 Senior Notes. On May 10, 2017, the Issuers completed an underwritten public offering of \$300.0 million aggregate principal amount of 5.25% Senior Notes due 2025 (the "2025 Notes"). The 2025 Notes were issued at par, resulting in gross proceeds of \$300.0 million and net proceeds of approximately \$294.0 million after deducting underwriting fees and other offering expenses. The 2025 Notes were scheduled to mature on June 1, 2025 and bore interest at a rate of 5.25% per year. Interest on the 2025 Notes was payable on June 1 and December 1 of each year. On July 1, 2021 (the "Redemption Date"), the Issuers redeemed all \$300.0 million aggregate principal amount of the 2025 Notes at a redemption price equal to 102.625% of the principal amount of the 2025 Notes, plus accrued and unpaid interest thereon up to, but not including, the Redemption Date. During the year ended December 31 2021, the Company recorded a loss on extinguishment of debt of \$10.8 million in the consolidated statements of operations, including a prepayment penalty of \$7.9 million and a \$2.9 million write-off of deferred financing costs associated with the redemption of the 2025 Notes.

Unsecured Revolving Credit Facility and Term Loan

On December 16, 2022, the Operating Partnership, as the borrower, the Company, as guarantor, CareTrust GP, LLC, and certain of the Operating Partnership's wholly owned subsidiaries, entered into a second amended and restated credit and guaranty agreement with KeyBank National Association, as administrative agent, an issuing bank and swingline lender (the "Second Amended Credit Agreement"). The Second Amended Credit Agreement, which amends and restates the Company's amended and restated credit and guaranty agreement, dated as of February 8, 2019 (as amended, the "Prior Credit Agreement") provides for: (i) an unsecured revolving credit facility (the "Revolving Facility") with revolving commitments in an aggregate principal amount of \$600.0 million, including a letter of credit subfacility for 10% of the then available revolving commitments and a swingline loan subfacility for 10% of the then available revolving commitments and (ii) the continuation of the unsecured term loan credit facility which was previously extended under the Prior Credit Agreement (the "Term Loan" and together with the Revolving Facility, the "Second Amended Credit Facility") in an aggregate principal amount of \$200.0 million. Future borrowings under the Second Amended Credit Facility will be used for working capital purposes, for capital expenditures, to fund acquisitions and for general corporate purposes.

The interest rates applicable to loans under the Revolving Facility are, at the Operating Partnership's option, equal to either a base rate plus a margin ranging from 0.10% to 0.55% per annum or Adjusted Term SOFR or Adjusted Daily Simple SOFR (each as defined in the Second Amended Credit Agreement) plus a margin ranging from 1.10% to 1.55% per annum based on the debt to asset value ratio of the Company and its consolidated subsidiaries (subject to decrease at the Operating Partnership's election if the Company obtains certain specified investment grade ratings on its senior long-term unsecured debt). The interest rates applicable to loans under the Term Loan are, at the Operating Partnership's option, equal to either a base rate plus a margin ranging from 0.50% to 1.20% per annum or Adjusted Term SOFR or Adjusted Daily Simple SOFR plus a margin ranging from 1.50% to 2.20% per annum based on the debt to asset value ratio of the Company and its consolidated

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subsidiaries (subject to decrease at the Operating Partnership's election if the Company obtains certain specified investment grade ratings on its senior long-term unsecured debt). In addition, the Operating Partnership will pay a facility fee on the revolving commitments under the Revolving Facility ranging from 0.15% to 0.35% per annum, based on the debt to asset value ratio of the Company and its consolidated subsidiaries (unless the Company obtains certain specified investment grade ratings on its senior long-term unsecured debt and the Operating Partnership elects to decrease the applicable margin as described above, in which case the Operating Partnership will pay a facility fee on the revolving commitments ranging from 0.125% to 0.30% per annum based on the credit ratings of the Company's senior long-term unsecured debt). As of December 31, 2022, the Operating Partnership had \$200.0 million of borrowings outstanding under the Term Loan and \$125.0 million outstanding under the Revolving Facility.

The Revolving Facility has a maturity date of February 9, 2027, and includes, at the sole discretion of the Operating Partnership, two, six-month extension options. The Term Loan has a maturity date of February 8, 2026.

The Second Amended Credit Facility is guaranteed, jointly and severally, by the Company and its wholly owned subsidiaries that are party to the Second Amended Credit Agreement (other than the Operating Partnership). The Second Amended Credit Agreement contains customary covenants that, among other things, restrict, subject to certain exceptions, the ability of the Company and its subsidiaries to grant liens on their assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations, amend organizational documents and pay certain dividends and other restricted payments. The Second Amended Credit Agreement requires the Company to comply with financial maintenance covenants to be tested quarterly, consisting of a maximum debt to asset value ratio, a minimum fixed charge coverage ratio, a minimum tangible net worth, a maximum cash distributions to operating income ratio, a maximum secured debt to asset value ratio, a maximum secured recourse debt to asset value ratio, a maximum unsecured debt to unencumbered properties asset value ratio, a minimum unsecured interest coverage ratio and a minimum rent coverage ratio. The Second Amended Credit Agreement also contains certain customary events of default, including the failure to make timely payments under the Second Amended Credit Facility or other material indebtedness, the failure to satisfy certain covenants (including the financial maintenance covenants), the occurrence of change of control and specified events of bankruptcy and insolvency.

As of December 31, 2022, the Company was in compliance with all applicable financial covenants under the Second Amended Credit Agreement.

Schedule of Debt Maturities

As of December 31, 2022, the Company's debt maturities were (dollars in thousands):

Year	Amount
2023	\$ —
2024	—
2025	—
2026	200,000
2027	125,000
Thereafter	400,000
	<u>\$ 725,000</u>

8. EQUITY

Common Stock

At-The-Market Offering—On March 10, 2020, the Company entered into a new equity distribution agreement to issue and sell, from time to time, up to \$500.0 million in aggregate offering price of its common stock through an “at-the-market” equity offering program (the “ATM Program”), which expires in March 2023.

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There was no ATM Program activity (or activity under any predecessor at-the-market equity offering programs) for the year ended December 31, 2020. The following table summarizes ATM Program activity for the years ended December 31, 2022 and 2021 (in thousands, except per share amounts):

	For the Year Ended December 31,	
	2022	2021
Number of shares	2,405	990
Average sales price per share	\$ 20.00	\$ 23.74
Gross proceeds ⁽¹⁾	\$ 48,100	\$ 23,505

(1) Total gross proceeds is before \$0.6 million and \$0.3 million of commissions paid to the sales agents during the year ended December 31, 2022 and 2021, respectively, under the ATM Program.

As of December 31, 2022, the Company had \$428.4 million available for future issuances under the ATM Program.

Share Repurchase Program — On March 20, 2020, the Company's Board of Directors authorized a share repurchase program up to \$150.0 million of outstanding shares of the Company's common stock (the "Repurchase Program"). Repurchases under the Repurchase Program, which expires on March 31, 2023, may be made through open market purchases, privately negotiated transactions, structured or derivative transactions, including accelerated share repurchase transactions, or other methods of acquiring shares, in each case subject to market conditions and at such times as shall be permitted by applicable securities laws and determined by management. Repurchases under the Repurchase Program may also be made pursuant to a plan adopted under Rule 10b5-1 promulgated under the Exchange Act. The Company expects to finance any share repurchases under the Repurchase Program using available cash and may also use short-term borrowings under the Revolving Facility. The Company did not repurchase any shares of common stock under the Repurchase Program during the years ended December 31, 2022, 2021 and 2020. The Repurchase Program may be modified, discontinued or suspended at any time.

Dividends on Common Stock — The following table summarizes the cash dividends per share of common stock declared by the Company's Board of Directors for 2022, 2021 and 2020 (dollars in thousands, except per share amounts):

2022	For the Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
Dividends declared per share	\$ 0.275	\$ 0.275	\$ 0.275	\$ 0.275
Dividends payment date	April 15, 2022	July 15, 2022	October 14, 2022	January 13, 2023
Dividends payable as of record date ^[1]	\$ 26,691	\$ 26,683	\$ 26,683	\$ 27,386
Dividends record date	March 31, 2022	June 30, 2022	September 30, 2022	December 30, 2022
2021				
Dividends declared per share	\$ 0.265	\$ 0.265	\$ 0.265	\$ 0.265
Dividends payment date	April 15, 2021	July 15, 2021	October 15, 2021	January 14, 2022
Dividends payable as of record date ^[1]	\$ 25,633	\$ 25,714	\$ 25,714	\$ 25,755
Dividends record date	March 31, 2021	June 30, 2021	September 30, 2021	December 31, 2021
2020				
Dividends declared per share	\$ 0.25	\$ 0.25	\$ 0.25	\$ 0.25
Dividends payment date	April 15, 2020	July 15, 2020	October 15, 2020	January 15, 2021
Dividends payable as of record date ^[1]	\$ 23,931	\$ 23,931	\$ 23,934	\$ 23,933
Dividends record date	March 31, 2020	June 30, 2020	September 30, 2020	December 31, 2020

(1) Dividends payable includes dividends on performance stock awards that will be paid if and when the shares subject to such awards vest.

CARETRUST REIT, INC.
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9. STOCK-BASED COMPENSATION

All stock-based awards are subject to the terms of the CareTrust REIT, Inc. and CTR Partnership, L.P. Incentive Award Plan (the “Plan”). The Plan provides for the granting of stock-based compensation, including stock options, restricted stock, performance awards, restricted stock units, relative total stockholder return-based stock awards and other incentive awards to officers, employees and directors in connection with their employment with or services provided to the Company. Under the Plan, 5,000,000 shares have been authorized for awards.

Under the Plan, restricted stock awards (“RSAs”) vest in equal annual installments beginning on the first anniversary of the grant date over a three year period for the RSAs granted in 2022 and 2021 and a four year period for the RSAs granted in 2020. RSAs granted to non-employee members of the Board of Directors (“Board Awards”) vest in full on the earlier to occur of the Company’s next Annual Meeting of Stockholders or one year. Performance stock awards (“PSA”) granted are subject to both time and performance based conditions and vest over a one-to three year period for PSAs granted in 2021 and over a one-to-four year period for PSAs granted in 2020. The amount of such PSAs that will ultimately vest is dependent on the Company’s Normalized Funds from Operations (“NFFO”) per share, as defined by the Compensation Committee, meeting or exceeding a specified per share amount for the applicable vesting period. Relative total shareholder return units (“TSR Units”) granted in 2022 and 2021 are subject to both time and market based conditions and cliff vest after a three-year period. The amount of such market awards that will ultimately vest is dependent on the Company’s total shareholder return (“TSR”) performance relative to a custom TSR peer group consisting of other publicly traded healthcare REITs and will range from 0% to 200% of the TSR Units initially granted. The RSAs, PSAs, and Board Awards are valued on the date of grant based on the closing price of the Company’s common stock, while the TSR Units are valued on the date of grant using a Monte Carlo valuation model. The vesting of certain awards may accelerate, as defined in the grant agreement, upon retirement, a change in control or other events.

The following table summarizes the status of the restricted stock award and performance award activity for the year ended December 31, 2022:

	Shares	Weighted Average Share Price
Unvested balance at December 31, 2021	891,333	\$ 20.91
Granted:		
RSAs	159,663	19.56
Board Awards	25,992	16.93
Vested	(501,479)	20.60
Forfeited	(1,900)	21.50
Unvested balance at December 31, 2022	573,609	\$ 20.63

As of December 31, 2022, the weighted-average remaining vesting period of such awards was 1.9 years.

The following table summarizes the Company’s RSA, PSA and Board Award grants during the year ended December 31, 2022 (dollars in thousands, except per share amounts):

	Grants			Vested	
	Shares	Weighted Average Share Price	Grant Date Fair Value	Shares	Vest Date Fair Value
During year ended December 31, 2022 ⁽¹⁾					
RSAs	159,663	\$ 19.56	\$ 3,123	263,568	\$ 5,020
PSAs	—	—	—	217,645	4,134
Board Awards	25,992	16.93	440	20,266	346

(1) The Compensation Committee granted annual awards for 2023 in December 2022.

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The following table summarizes the Company's RSA, PSA and Board Award grants during the years ended December 31, 2021 and 2020 (dollars in thousands, except per share amounts):

	Grants		
	Shares	Weighted Average Share Price	Grant Date Fair Value
During year ended December 31, 2021 ⁽¹⁾			
RSAs	394,863	\$ 21.92	\$ 8,654
PSAs	108,414	22.48	2,437
Board Awards	20,266	24.18	490
During year ended December 31, 2020			
RSAs	134,790	\$ 19.68	\$ 2,653
PSAs	107,790	19.06	2,054
Board Awards	27,611	16.48	455

(1) In 2021, the Compensation Committee changed the structure of the grants that resulted in two long-term equity incentive awards being granted to the Company's named executive officers in 2021. The Compensation Committee also granted annual awards for 2022 in December 2021.

The fair value of the TSR Units is estimated on the date of the grant using a Monte Carlo valuation model. The risk-free rate is based on the U.S. Treasury yield curve in effect at the grant date for the expected performance period. Expected volatility is based on historical volatility for the most recent weighted average period ending on the grant date for the Company and the selected TSR peer group, and is calculated on a daily basis. The following table reflects the weighted-average key assumptions used in this valuation for awards granted during the year ended December 31, 2022 and 2021:

	For the Year Ended December 31, 2022	For the Year Ended December 31, 2021
Risk-free interest rate	3.91 %	0.60 %
Expected stock price volatility	52.90 %	52.42 %
Expected service period	3.04 years	2.93 years
Expected dividend yield (assuming full reinvestment)	— %	— %
Fair value per share at date of grant	\$ 26.53	\$ 29.10

The total fair value of the TSR Units granted during the year ended December 31, 2022 and 2021 was \$2.5 million and \$5.3 million, respectively.

The following table summarizes the stock-based compensation expense recognized (dollars in thousands):

	For Year Ended December 31,		
	2022	2021	2020
Stock-based compensation expense	\$ 5,758	\$ 10,832	\$ 3,790

As of December 31, 2022, there was \$11.6 million of unamortized stock-based compensation expense related to the unvested RSAs, PSAs, Board Awards, and TSR Units.

CARETRUST REIT, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. (LOSS) EARNINGS PER COMMON SHARE

The following table presents the calculation of basic and diluted (loss) earnings per common share (“EPS”) for the Company’s common stock for the years ended December 31, 2022, 2021 and 2020, and reconciles the weighted-average common shares outstanding used in the calculation of basic EPS to the weighted-average common shares outstanding used in the calculation of diluted EPS for the years ended December 31, 2022, 2021 and 2020 (amounts in thousands, except per share amounts):

	Year Ended December 31,		
	2022	2021	2020
Numerator:			
Net (loss) income	\$ (7,506)	\$ 71,982	\$ 80,867
Less: Net income allocated to participating securities	(440)	(507)	(298)
Numerator for basic and diluted earnings available to common stockholders	<u>\$ (7,946)</u>	<u>\$ 71,475</u>	<u>\$ 80,569</u>
Denominator:			
Weighted-average basic common shares outstanding	96,703	96,017	95,200
Dilutive performance stock awards	—	75	7
Weighted-average diluted common shares outstanding	<u>96,703</u>	<u>96,092</u>	<u>95,207</u>
(Loss) earnings per common share, basic	<u>\$ (0.08)</u>	<u>\$ 0.74</u>	<u>\$ 0.85</u>
(Loss) earnings per common share, diluted	<u>\$ (0.08)</u>	<u>\$ 0.74</u>	<u>\$ 0.85</u>
Antidilutive unvested restricted stock awards, total shareholder units and performance awards excluded from the computation	<u>744</u>	<u>591</u>	<u>296</u>

11. COMMITMENTS AND CONTINGENCIES

The Company and its subsidiaries are and may become from time to time a party to various claims and lawsuits arising in the ordinary course of business, which are not individually or in the aggregate anticipated to have a material adverse effect on the Company’s results of operations, financial condition or cash flows. Claims and lawsuits may include matters involving general or professional liability asserted against the Company’s tenants, which are the responsibility of the Company’s tenants and for which the Company is entitled to be indemnified by its tenants under the insurance and indemnification provisions in the applicable leases.

Capital expenditures for each property leased under the Company’s triple-net leases are generally the responsibility of the tenant, except that, for the facilities leased to subsidiaries of Ensign, under the Ensign Master Leases, and Pennant, the tenant will have an option to require the Company to finance certain capital expenditures up to an aggregate of 20% of its initial investment in such property, subject to a corresponding rent increase at the time of funding. For the Company’s other triple-net master leases, the tenants also have the option to request capital expenditure funding that would generally be subject to a corresponding rent increase at the time of funding, which are subject to tenant compliance with the conditions to the Company’s approval and funding of their requests. As of December 31, 2022, the Company had committed to fund expansions, construction and capital improvements at certain triple-net leased facilities totaling \$15.7 million, of which \$2.7 million is subject to rent increase at the time of funding.

12. CONCENTRATION OF RISK

Concentrations of credit risk arise when one or more tenants, operators, or obligors related to the Company’s investments are engaged in similar business activities or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations, including those to the Company, to be similarly affected by changes in economic conditions.

CARETRUST REIT, INC.
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Major operator concentration – The Company has operators from which it derived 10% or more of its rental revenue for the years ended December 31, 2022, 2021 and 2020. The following table sets forth information regarding the Company’s major operators as of December 31, 2022, 2021 and 2020:

Operator ⁽²⁾	Number of Facilities			Number of Beds/Units			Percentage of Total Revenue ⁽¹⁾
	SNF	Campus	ALF/ILF	SNF	Campus	ALF/ILF	
December 31, 2022							
Ensign	83	8	7	8,741	997	661	35 %
PMG	13	2	—	1,742	402	—	16 %
December 31, 2021							
Ensign	83	8	4	8,756	997	395	32 %
PMG	13	2	—	1,742	402	—	15 %
December 31, 2020							
Ensign	77	8	4	8,129	1,027	390	32 %
PMG	13	2	—	1,742	403	—	16 %

(1) The Company’s rental income, exclusive of operating expense reimbursements.

(2) See Note 3, *Real Estate Investments, Net*, for further information regarding Ensign and PMG. Ensign is subject to the registration and reporting requirements of the SEC and is required to file with the SEC annual reports containing audited financial information and quarterly reports containing unaudited financial information. Ensign’s financial statements, as filed with the SEC, can be found at <http://www.sec.gov>. The Company has not verified this information through an independent investigation or otherwise.

Major geographic concentration – The following table provides information regarding the Company’s concentrations with respect to certain states, from which the Company derived 10% or more of its rental revenue for the year ended December 31, 2022 and 2021:

	Number of Facilities			Number of Beds/Units			Percentage of Total Revenue ⁽¹⁾
State	SNF	Campus	ALF/ILF	SNF	Campus	ALF/ILF	
December 31, 2022							
CA	27	8	5	3,048	1,359	437	26 %
TX	38	3	3	4,849	536	242	22 %
December 31, 2021							
CA	27	8	5	3,048	1,359	449	25 %
TX	37	3	3	4,694	536	242	20 %

(1) The Company’s rental income, exclusive of operating expense reimbursements and adjustments for collectibility.

13. SUBSEQUENT EVENTS

The Company evaluates subsequent events in accordance with ASC 855, *Subsequent Events*. The Company evaluates subsequent events up until the date the consolidated financial statements are issued.

Recent Asset Sale

On January 13, 2023, the Company closed on the sale of one ALF consisting of 105 beds located in Florida with a carrying value of \$3.3 million, which approximated the net sales proceeds received. The facility was classified as held for sale as of December 31, 2022.

SCHEDULE III
REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATION
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(dollars in thousands)

Description	Facility	Location	Encum.	Initial Cost to Company		Costs Capitalized Since Acquisition	Gross Carrying Value			Accum. Depr.	Const./Ren. Date	Acq. Date
				Land	Building Improvs.	Improvs.	Land	Building Improvs.	Total (1)			
Skilled Nursing Properties:												
Ensign Highland LLC	Highland Manor	Phoenix, AZ	\$ —	\$ 257	\$ 976	\$ 926	\$ 257	\$ 1,902	\$ 2,159	\$ (1,479)	2013	2000
Meadowbrook Health Associates LLC	Sabino Canyon	Tucson, AZ	—	425	3,716	1,940	425	5,656	6,081	(3,505)	2012	2000
Terrace Holdings AZ LLC	Desert Terrace	Phoenix, AZ	—	113	504	971	113	1,475	1,588	(1,026)	2004	2002
Rillito Holdings LLC	Catalina	Tucson, AZ	—	471	2,041	3,055	471	5,096	5,567	(3,562)	2013	2003
Valley Health Holdings LLC	North Mountain	Phoenix, AZ	—	629	5,154	1,519	629	6,673	7,302	(4,357)	2009	2004
Cedar Avenue Holdings LLC	Upland	Upland, CA	—	2,812	3,919	1,994	2,812	5,913	8,725	(3,865)	2011	2005
Granada Investments LLC	Camarillo	Camarillo, CA	—	3,526	2,827	1,522	3,526	4,349	7,875	(2,965)	2010	2005
Plaza Health Holdings LLC	Park Manor	Walla Walla, WA	—	450	5,566	1,055	450	6,621	7,071	(4,407)	2009	2006
Mountainview Communitycare LLC	Park View Gardens	Santa Rosa, CA	—	931	2,612	653	931	3,265	4,196	(2,317)	1963	2006
CM Health Holdings LLC	Carmel Mountain	San Diego, CA	—	3,028	3,119	2,071	3,028	5,190	8,218	(3,381)	2012	2006
Polk Health Holdings LLC	Timberwood	Livingston, TX	—	60	4,391	1,167	60	5,558	5,618	(3,522)	2009	2006
Snohomish Health Holdings LLC	Emerald Hills	Lynnwood, WA	—	741	1,663	1,998	741	3,661	4,402	(2,854)	2009	2006
Cherry Health Holdings LLC	Pacific Care	Hoquiam, WA	—	171	1,828	2,038	171	3,866	4,037	(2,951)	2010	2006
Golfview Holdings LLC	Cambridge SNF	Richmond, TX	—	1,105	3,110	1,067	1,105	4,177	5,282	(2,554)	2007	2006
Tenth East Holdings LLC	Arlington Hills	Salt Lake City, UT	—	332	2,426	2,507	332	4,933	5,265	(3,618)	2013	2006
Trinity Mill Holdings LLC	Carrollton	Carrollton, TX	—	664	2,294	902	664	3,196	3,860	(2,551)	2007	2006
Cottonwood Health Holdings LLC	Holladay	Salt Lake City, UT	—	965	2,070	958	965	3,028	3,993	(2,578)	2008	2007
Verde Villa Holdings LLC	Lake Village	Lewisville, TX	—	600	1,890	470	600	2,360	2,960	(1,645)	2011	2007
Mesquite Health Holdings LLC	Willow Bend	Mesquite, TX	—	470	1,715	8,632	441	10,376	10,817	(8,270)	2012	2007
Arrow Tree Health Holdings LLC	Arbor Glen	Glendora, CA	—	2,165	1,105	324	2,165	1,429	3,594	(1,149)	1965	2007
Fort Street Health Holdings LLC	Draper	Draper, UT	—	443	2,394	759	443	3,153	3,596	(1,839)	2008	2007
Trousdale Health Holdings LLC	Brookfield	Downey, CA	—	1,415	1,841	1,861	1,415	3,702	5,117	(2,393)	2013	2007
Ensign Bellflower LLC	Rose Villa	Bellflower, CA	—	937	1,168	357	937	1,525	2,462	(1,039)	2009	2007
RB Heights Health Holdings LLC	Osborn	Scottsdale, AZ	—	2,007	2,793	1,762	2,007	4,555	6,562	(2,885)	2009	2008
San Corrine Health Holdings LLC	Salado Creek	San Antonio, TX	—	310	2,090	719	310	2,809	3,119	(1,587)	2005	2008
Temple Health Holdings LLC	Wellington	Temple, TX	—	529	2,207	1,163	529	3,370	3,899	(2,058)	2008	2008
Anson Health Holdings LLC	Northern Oaks	Abilene, TX	—	369	3,220	1,725	369	4,945	5,314	(2,925)	2012	2008
Willits Health Holdings LLC	Northbrook	Willits, CA	—	490	1,231	500	490	1,731	2,221	(1,018)	2011	2008
Lufkin Health Holdings LLC	Southland	Lufkin, TX	—	467	4,644	782	467	5,426	5,893	(1,926)	1988	2009
Lowell Health Holdings LLC	Littleton	Littleton, CO	—	217	856	1,735	217	2,591	2,808	(1,694)	2012	2009
Jefferson Ralston Holdings LLC	Arvada	Arvada, CO	—	280	1,230	834	280	2,064	2,344	(1,082)	2012	2009

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Lafayette Health Holdings LLC	Julia Temple	Englewood, CO	—	1,607	4,222	6,195	1,607	10,417	12,024	(6,030)	2012	2009
Hillendahl Health Holdings LLC	Golden Acres	Dallas, TX	—	2,133	11,977	1,421	2,133	13,398	15,531	(6,543)	1984	2009
Price Health Holdings LLC	Pinnacle	Price, UT	—	193	2,209	849	193	3,058	3,251	(1,316)	2012	2009
Silver Lake Health Holdings LLC	Provo	Provo, UT	—	2,051	8,362	2,011	2,051	10,373	12,424	(3,766)	2011	2009
Jordan Health Properties LLC	Copper Ridge	West Jordan, UT	—	2,671	4,244	1,507	2,671	5,751	8,422	(2,186)	2013	2009
Regal Road Health Holdings LLC	Sunview	Youngstown, AZ	—	767	4,648	155	193	5,377	5,570	(2,423)	2012	2009
Paredes Health Holdings LLC	Alta Vista	Brownsville, TX	—	373	1,354	190	373	1,544	1,917	(548)	1969	2009
Expressway Health Holdings LLC	Veranda	Harlingen, TX	—	90	675	430	90	1,105	1,195	(548)	2011	2009
Rio Grande Health Holdings LLC	Grand Terrace	McAllen, TX	—	642	1,085	870	642	1,955	2,597	(1,139)	2012	2009
Fifth East Holdings LLC	Paramount	Salt Lake City, UT	—	345	2,464	1,065	345	3,529	3,874	(1,600)	2011	2009
Emmett Healthcare Holdings LLC	River's Edge	Emmet, ID	—	591	2,383	69	591	2,452	3,043	(948)	1972	2010
Burley Healthcare Holdings LLC	Parke View	Burley, ID	—	250	4,004	424	250	4,428	4,678	(1,855)	2011	2010
Josey Ranch Healthcare Holdings LLC	Heritage Gardens	Carrollton, TX	—	1,382	2,293	478	1,382	2,771	4,153	(1,117)	1996	2010
Everglades Health Holdings LLC	Victoria Ventura	Ventura, CA	—	1,847	5,377	682	1,847	6,059	7,906	(1,916)	1990	2011
Irving Health Holdings LLC	Beatrice Manor	Beatrice, NE	—	60	2,931	245	60	3,176	3,236	(1,277)	2011	2011
Falls City Health Holdings LLC	Careage Estates of Falls City	Falls City, NE	—	170	2,141	82	170	2,223	2,393	(822)	1972	2011
Gillette Park Health Holdings LLC	Careage of Cherokee	Cherokee, IA	—	163	1,491	12	163	1,503	1,666	(697)	1967	2011
Gazebo Park Health Holdings LLC	Careage of Clarion	Clarion, IA	—	80	2,541	97	80	2,638	2,718	(1,264)	1978	2011
Oleson Park Health Holdings LLC	Careage of Ft. Dodge	Ft. Dodge, IA	—	90	2,341	759	90	3,100	3,190	(1,862)	2012	2011
Arapahoe Health Holdings LLC	Oceanview	Texas City, TX	—	158	4,810	759	128	5,599	5,727	(2,459)	2012	2011
Dixie Health Holdings LLC	Hurricane	Hurricane, UT	—	487	1,978	98	487	2,076	2,563	(639)	1978	2011
Memorial Health Holdings LLC	Pocatello	Pocatello, ID	—	537	2,138	698	537	2,836	3,373	(1,292)	2007	2011
Bogardus Health Holdings LLC	Whittier East	Whittier, CA	—	1,425	5,307	1,079	1,425	6,386	7,811	(2,674)	2011	2011
South Dora Health Holdings LLC	Ukiah	Ukiah, CA	—	297	2,087	1,621	297	3,708	4,005	(2,261)	2013	2011
Silverada Health Holdings LLC	Rosewood	Reno, NV	—	1,012	3,282	103	1,012	3,385	4,397	(981)	1970	2011
Orem Health Holdings LLC	Orem	Orem, UT	—	1,689	3,896	3,235	1,689	7,131	8,820	(3,509)	2011	2011
Wisteria Health Holdings	Wisteria	Abilene, TX	—	746	9,903	290	746	10,193	10,939	(2,641)		
Renee Avenue Health Holdings LLC	Monte Vista	Pocatello, ID	—	180	2,481	966	180	3,447	3,627	(1,516)	2013	2012
Stillhouse Health Holdings LLC	Stillhouse	Paris, TX	—	129	7,139	6	129	7,145	7,274	(1,331)	2009	2012
Fig Street Health Holdings LLC	Palomar Vista	Escondido, CA	—	329	2,653	1,094	329	3,747	4,076	(1,820)	2007	2012
Lowell Lake Health Holdings LLC	Owyhee	Owyhee, ID	—	49	1,554	29	49	1,583	1,632	(387)	1990	2012
Queensway Health Holdings LLC	Atlantic Memorial	Long Beach, CA	—	999	4,237	2,331	999	6,568	7,567	(3,106)	2008	2012
Long Beach Health Associates LLC	Shoreline	Long Beach, CA	—	1,285	2,343	2,172	1,285	4,515	5,800	(2,258)	2013	2012
Kings Court Health Holdings LLC	Richland Hills	Ft. Worth, TX	—	193	2,311	318	193	2,629	2,822	(789)	1965	2012
51st Avenue Health Holdings LLC	Legacy	Amarillo, TX	—	340	3,925	32	340	3,957	4,297	(1,124)	1970	2013
Ives Health Holdings LLC	San Marcos	San Marcos, TX	—	371	2,951	274	371	3,225	3,596	(882)	1972	2013
Guadalupe Health Holdings LLC	The Courtyard (Victoria East)	Victoria, TX	—	80	2,391	15	80	2,406	2,486	(532)	2013	2013

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49th Street Health Holdings LLC	Omaha	Omaha, NE	—	129	2,418	24	129	2,442	2,571	(793)	1960	2013
Willows Health Holdings LLC	Cascade Vista	Redmond, WA	—	1,388	2,982	202	1,388	3,184	4,572	(1,134)	1970	2013
Tulalip Bay Health Holdings LLC	Mountain View	Marysville, WA	—	1,722	2,642	(980)	742	2,642	3,384	(837)	1966	2013
Sky Holdings AZ LLC	Bella Vita Health and Rehabilitation Center	Glendale, AZ	—	228	1,124	1,380	228	2,504	2,731	(1,927)	2004	2002
Lemon River Holdings LLC	Plymouth Tower	Riverside, CA	—	152	357	1,493	152	1,850	2,002	(1,403)	2012	2009
CTR Partnership, L.P.	Bethany Rehabilitation Center	Lakewood, CO	—	1,668	15,375	56	1,668	15,431	17,099	(3,058)	1989	2015
CTR Partnership, L.P.	Mira Vista Care Center	Mount Vernon, WA	—	1,601	7,425	—	1,601	7,425	9,026	(1,439)	1989	2015
CTR Partnership, L.P.	Shoreline Health and Rehabilitation Center	Shoreline, WA	—	1,462	5,034	—	1,462	5,034	6,496	(954)	1987	2015
CTR Partnership, L.P.	Shamrock Nursing and Rehabilitation Center	Dublin, GA	—	251	7,855	—	251	7,855	8,106	(1,473)	2010	2015
CTR Partnership, L.P.	Premier Estates of Cincinnati-Riverview	Cincinnati, OH	—	833	18,086	792	833	18,878	19,711	(3,408)	1992	2015
CTR Partnership, L.P.	West Cove Care & Rehabilitation Center	Toledo, OH	—	93	10,365	88	93	10,453	10,546	(1,879)	2007	2015
CTR Partnership, L.P.	Casa de Paz	Sioux City, IA	—	119	7,727	—	119	7,727	7,846	(1,336)	1974	2016
CTR Partnership, L.P.	Denison Care Center	Denison, IA	—	96	2,784	—	96	2,784	2,880	(481)	2015	2016
CTR Partnership, L.P.	Garden View Care Center	Shenandoah, IA	—	105	3,179	—	105	3,179	3,284	(550)	2013	2016
CTR Partnership, L.P.	Grandview Health Care Center	Dayton, IA	—	39	1,167	—	39	1,167	1,206	(202)	2014	2016
CTR Partnership, L.P.	Grundy Care Center	Grundy Center, IA	—	65	1,935	—	65	1,935	2,000	(335)	2011	2016
CTR Partnership, L.P.	Iowa City Rehab and Health Care Center	Iowa City, IA	—	522	5,690	—	522	5,690	6,212	(984)	2014	2016
CTR Partnership, L.P.	Lenox Care Center	Lenox, IA	—	31	1,915	—	31	1,915	1,946	(331)	2012	2016
CTR Partnership, L.P.	Osage	Osage, IA	—	126	2,255	—	126	2,255	2,381	(390)	2014	2016
CTR Partnership, L.P.	Pleasant Acres Care Center	Hull, IA	—	189	2,544	—	189	2,544	2,733	(440)	2014	2016
CTR Partnership, L.P.	Cedar Falls Health Care Center	Cedar Falls, IA	—	324	4,366	—	324	4,366	4,690	(737)	2015	2016
CTR Partnership, L.P.	Premier Estates of Highlands	Norwood, OH	—	364	2,199	623	143	943	1,086	(22)	2012	2016
CTR Partnership, L.P.	Shaw Mountain at Cascadia	Boise, ID	—	1,801	6,572	395	1,801	6,967	8,768	(1,316)	1989	2016
CTR Partnership, L.P.	The Oaks	Petaluma, CA	—	3,646	2,873	110	3,646	2,983	6,629	(519)	2015	2016
CTR Partnership, L.P.	Arbor Nursing Center	Lodi, CA	—	768	10,712	—	768	10,712	11,480	(1,718)	1982	2016
CTR Partnership, L.P.	Broadmoor Medical Lodge	Rockwall, TX	—	1,232	22,152	—	1,232	22,152	23,384	(3,370)	1984	2016
CTR Partnership, L.P.	Decatur Medical Lodge	Decatur, TX	—	990	24,909	—	990	24,909	25,899	(3,788)	2013	2016
CTR Partnership, L.P.	Royse City Medical Lodge	Royse City, TX	—	606	14,660	—	606	14,660	15,266	(2,230)	2009	2016
CTR Partnership, L.P.	Saline Care Nursing & Rehabilitation Center	Harrisburg, IL	—	1,022	5,713	—	1,022	5,713	6,735	(833)	2009	2017
CTR Partnership, L.P.	Carrier Mills Nursing & Rehabilitation Center	Carrier Mills, IL	—	775	8,377	—	775	8,377	9,152	(1,222)	1968	2017
CTR Partnership, L.P.	StoneBridge Nursing & Rehabilitation Center	Benton, IL	—	439	3,475	—	439	3,475	3,914	(507)	2014	2017
CTR Partnership, L.P.	DuQuoin Nursing & Rehabilitation Center	DuQuoin, IL	—	511	3,662	—	511	3,662	4,173	(534)	2014	2017

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CTR Partnership, L.P.	Pinckneyville Nursing & Rehabilitation Center	Pinckneyville, IL	—	406	3,411	—	406	3,411	3,817	(497)	2014	2017
CTR Partnership, L.P.	Wellspring Health and Rehabilitation of Cascadia	Nampa, ID	—	775	5,044	121	775	5,165	5,940	(715)	2011	2017
CTR Partnership, L.P.	The Rio at Fox Hollow	Brownsville, TX	—	1,178	12,059	—	1,178	12,059	13,237	(1,683)	2016	2017
CTR Partnership, L.P.	The Rio at Cabezon	Albuquerque, NM	—	2,055	9,749	—	2,055	9,749	11,804	(1,361)	2016	2017
CTR Partnership, L.P.	Eldorado Rehab & Healthcare	Eldorado, IL	—	940	2,093	—	940	2,093	3,033	(288)	1993	2017
CTR Partnership, L.P.	Secora Health and Rehabilitation of Cascadia	Portland, OR	—	1,481	2,216	110	1,481	2,326	3,807	(305)	2012	2017
CTR Partnership, L.P.	Mountain Valley	Kellogg, ID	—	916	7,874	—	916	7,874	8,790	(1,050)	1971	2017
CTR Partnership, L.P.	Caldwell Care	Caldwell, ID	—	906	7,020	516	906	7,536	8,442	(936)	1947	2017
CTR Partnership, L.P.	Canyon West	Caldwell, ID	—	312	10,410	461	312	10,871	11,183	(1,388)	1969	2017
CTR Partnership, L.P.	Lewiston Health and Rehabilitation	Lewiston, ID	—	625	12,087	200	625	12,287	12,912	(1,586)	1964	2017
CTR Partnership, L.P.	The Orchards	Nampa, ID	—	785	8,923	116	785	9,039	9,824	(1,171)	1958	2017
CTR Partnership, L.P.	Weiser Care	Weiser, ID	—	80	4,419	30	80	4,449	4,529	(580)	1964	2017
CTR Partnership, L.P.	Aspen Park	Moscow, ID	—	698	5,092	274	698	5,366	6,064	(729)	1965	2017
CTR Partnership, L.P.	Ridgmar Medical Lodge	Fort Worth, TX	—	681	6,587	1,256	681	7,843	8,524	(1,198)	2006	2017
CTR Partnership, L.P.	Mansfield Medical Lodge	Mansfield, TX	—	607	4,801	1,073	607	5,874	6,481	(889)	2006	2017
CTR Partnership, L.P.	Grapevine Medical Lodge	Grapevine, TX	—	1,602	4,536	891	1,602	5,427	7,029	(832)	2006	2017
CTR Partnership, L.P.	The Oaks at Lakewood	Tacoma, WA	—	1,001	1,779	—	1,001	1,779	2,780	(233)	1989	2017
CTR Partnership, L.P.	The Oaks at Timberline	Vancouver, WA	—	446	869	—	446	869	1,315	(114)	1972	2017
CTR Partnership, L.P.	Providence Waterman Nursing Center	San Bernardino, CA	—	3,831	19,791	—	3,831	19,791	23,622	(2,598)	1967	2017
CTR Partnership, L.P.	Providence Orange Tree	Riverside, CA	—	2,897	14,700	345	2,897	15,045	17,942	(1,975)	1969	2017
CTR Partnership, L.P.	Providence Ontario	Ontario, CA	—	4,204	21,880	—	4,204	21,880	26,084	(2,872)	1980	2017
CTR Partnership, L.P.	Greenville Nursing & Rehabilitation Center	Greenville, IL	—	188	3,972	—	188	3,972	4,160	(603)	1973	2017
CTR Partnership, L.P.	Copper Ridge Health and Rehabilitation Center	Butte, MT	—	220	4,974	39	220	5,013	5,233	(675)	2010	2018
CTR Partnership, L.P.	Prairie Heights Healthcare Center	Aberdeen, SD	—	1,372	7,491	—	1,372	7,491	8,863	(925)	1965	2018
CTR Partnership, L.P.	The Meadows on University	Fargo, ND	—	989	3,275	—	989	3,275	4,264	(378)	1966	2018
CTR Partnership, L.P.	The Suites - Parker	Parker, CO	—	1,178	17,857	—	1,178	17,857	19,035	(1,865)	2012	2018
CTR Partnership, L.P.	Huntington Park Nursing Center	Huntington Park, CA	—	3,131	8,876	299	3,131	9,175	12,306	(976)	1955	2019
CTR Partnership, L.P.	Shoreline Care Center	Oxnard, CA	—	1,699	9,004	—	1,699	9,004	10,703	(905)	1962	2019
CTR Partnership, L.P.	Downey Care Center	Downey, CA	—	2,502	6,141	—	2,502	6,141	8,643	(619)	1967	2019
CTR Partnership, L.P.	Courtyard Healthcare Center	Davis, CA	—	2,351	9,256	—	2,351	9,256	11,607	(949)	1969	2019
Gulf Coast Buyer 1 LLC	Alpine Skilled Nursing and Rehabilitation	Ruston, LA	—	2,688	23,825	—	2,688	23,825	26,513	(2,357)	2014	2019
Gulf Coast Buyer 1 LLC	The Bradford Skilled Nursing and Rehabilitation	Shreveport, LA	—	3,758	21,325	17	3,758	21,342	25,100	(2,127)	1980	2019

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Gulf Coast Buyer 1 LLC	Colonial Oaks Skilled Nursing and Rehabilitation	Bossier City, LA	—	1,635	21,180	—	1,635	21,180	22,815	(2,045)	2013	2019
Gulf Coast Buyer 1 LLC	The Guest House Skilled Nursing and Rehabilitation	Shreveport, LA	—	3,437	20,889	2,845	3,437	23,734	27,171	(2,160)	2006	2019
Gulf Coast Buyer 1 LLC	Pilgrim Manor Skilled Nursing and Rehabilitation	Bossier City, LA	—	2,979	24,617	2,100	2,979	26,717	29,696	(2,407)	2008	2019
Gulf Coast Buyer 1 LLC	Shreveport Manor Skilled Nursing and Rehabilitation	Shreveport, LA	—	676	10,238	361	676	10,599	11,275	(1,058)	2008	2019
Gulf Coast Buyer 1 LLC	Booker T. Washington Skilled Nursing and Rehabilitation	Shreveport, LA	—	2,452	9,148	113	2,452	9,261	11,713	(963)	2013	2019
Gulf Coast Buyer 1 LLC	Legacy West Rehabilitation and Healthcare	Corsicana, TX	—	120	6,682	436	120	7,118	7,238	(782)	2002	2019
Gulf Coast Buyer 1 LLC	Legacy at Jacksonville	Jacksonville, TX	—	173	7,481	127	173	7,608	7,781	(806)	2006	2019
Gulf Coast Buyer 1 LLC	Pecan Tree Rehabilitation and Healthcare	Gainesville, TX	—	219	10,097	255	219	10,352	10,571	(1,064)	1990	2019
Lakewest SNF Realty, LLC	Lakewest Rehabilitation and Skilled Care	Dallas, TX	—	—	6,905	—	—	6,905	6,905	(708)	2011	2019
CTR Partnership, L.P.	Cascadia of Nampa	Nampa, ID	—	880	14,117	—	880	14,117	14,997	(1,344)	2017	2019
CTR Partnership, L.P.	Valley Skilled Nursing	Modesto, CA	—	798	7,671	—	798	7,671	8,469	(647)	2016	2019
CTR Partnership, L.P.	Cascadia of Boise	Boise, ID	—	1,597	15,692	—	1,597	15,692	17,289	(1,235)	2018	2020
CTR Partnership, L.P.	Cooney Healthcare and Rehabilitation	Helena, MT	—	867	7,431	20	867	7,451	8,318	(458)	1984	2020
CTR Partnership, L.P.	Elkhorn Healthcare and Rehabilitation	Clancy, MT	—	183	7,380	430	183	7,810	7,993	(465)	1960	2020
CTR Partnership, L.P.	Beacon Harbor Healthcare and Rehabilitation	Rockwall, TX	—	1,295	17,069	—	1,295	17,069	18,364	(989)	1996	2020
CTR Partnership, L.P.	Pleasant Manor Healthcare and Rehabilitation	Waxahachie, TX	—	629	7,433	—	629	7,433	8,062	(434)	1972	2020
CTR Partnership, L.P.	Rowlett Health and Rehabilitation Center	Rowlett, TX	—	1,036	10,516	—	1,036	10,516	11,552	(606)	1990	2020
160 North Patterson Avenue, LLC	Buena Vista Care Center	Goleta, CA	—	7,987	7,237	—	7,987	7,237	15,224	(351)	1967	2021
CTR Partnership, L.P.	El Centro Post-Acute Care	El Centro, CA	—	1,283	8,133	135	1,283	8,268	9,551	(367)	1962	2021
CTR Partnership, L.P.	Sedona Trace Health and Wellness	Austin, TX	—	3,282	12,763	—	3,282	12,763	16,045	(507)	2017	2021
CTR Partnership, L.P.	Cedar Pointe Health and Wellness Suites	Cedar Park, TX	—	3,325	11,738	—	3,325	11,738	15,063	(461)	2017	2021
CTR Partnership, L.P.	Ennis Care Center	Ennis, TX	—	568	8,055	—	568	8,055	8,623	(201)	1982	2022
			—	157,842	947,010	97,380	156,008	1,044,124	1,200,131	(246,446)		
Multi-Service Campus Properties:												
Ensign Southland LLC	Southland Care	Norwalk, CA	—	966	5,082	2,213	966	7,295	8,261	(5,864)	2011	1999
Mission CCRC LLC	St. Joseph's Villa	Salt Lake City, UT	—	1,962	11,035	464	1,962	11,499	13,461	(3,932)	1994	2011
Wayne Health Holdings LLC	Careage of Wayne	Wayne, NE	—	130	3,061	122	130	3,183	3,313	(1,202)	1978	2011
4th Street Holdings LLC	West Bend Care Center	West Bend, IA	—	180	3,352	—	180	3,352	3,532	(1,199)	2006	2011

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Big Sioux River Health Holdings LLC	Hillcrest Health	Hawarden, IA	—	110	3,522	75	110	3,597	3,707	(1,211)	1974	2011
Prairie Health Holdings LLC	Colonial Manor of Randolph	Randolph, NE	—	130	1,571	22	130	1,593	1,723	(918)	2011	2011
Salmon River Health Holdings LLC	Discovery Care Center	Salmon, ID	—	168	2,496	—	168	2,496	2,664	(650)	2012	2012
CTR Partnership, L.P.	Liberty Nursing Center of Willard	Willard, OH	—	144	11,097	50	144	11,147	11,291	(2,042)	1985	2015
CTR Partnership, L.P.	Premier Estates of Middletown/Premier Retirement Estates of Middletown	Middletown, OH	—	990	7,484	380	990	7,864	8,854	(1,451)	1985	2015
CTR Partnership, L.P.	Premier Estates of Norwood Towers/Premier Retirement Estates of Norwood Towers	Norwood, OH	—	1,316	10,071	1,021	1,316	11,092	12,408	(1,875)	1991	2016
CTR Partnership, L.P.	Turlock Nursing and Rehabilitation Center	Turlock, CA	—	1,258	16,526	—	1,258	16,526	17,784	(2,651)	1986	2016
CTR Partnership, L.P.	Bridgeport Medical Lodge	Bridgeport, TX	—	980	27,917	—	980	27,917	28,897	(4,246)	2014	2016
CTR Partnership, L.P.	The Villas at Saratoga	Saratoga, CA	—	8,709	9,736	1,397	8,709	11,133	19,842	(1,399)	2004	2018
CTR Partnership, L.P.	Madison Park Healthcare	Huntington, WV	—	601	6,385	—	601	6,385	6,986	(691)	1924	2018
CTR Partnership, L.P.	Oakview Heights Nursing & Rehabilitation Center	Mt. Carmel, IL	—	298	8,393	—	298	8,393	8,691	(930)	2004	2019
Gulf Coast Buyer 1 LLC	Spring Lake Skilled Nursing and Rehabilitation	Shreveport, LA	—	3,217	21,195	2,729	3,217	23,924	27,141	(2,490)	2008	2019
Gulf Coast Buyer 1 LLC	The Village at Heritage Oaks	Corsicana, TX	—	143	11,429	482	143	11,911	12,054	(1,266)	2007	2019
CTR Partnership, L.P.	City Creek Post-Acute and Assisted Living	Sacramento, CA	—	3,980	10,106	1,488	3,980	11,594	15,574	(1,075)	1990	2019
CTR Partnership, L.P.	Crestwood Health and Rehabilitation Center	Wills Point, TX	—	143	6,075	—	143	6,075	6,218	(368)	1980	2020
Northshore Healthcare Holdings LLC	San Juan Capistrano Senior Living	San Juan Capistrano, CA	—	11,176	25,298	—	11,176	25,298	36,474	(1,205)	1999	2021
Northshore Healthcare Holdings LLC	Camarillo Senior Living	Camarillo, CA	—	7,516	30,552	—	7,516	30,552	38,068	(1,441)	2000	2021
Northshore Healthcare Holdings LLC	Bayshire Carlsbad	Carlsbad, CA	—	7,398	19,714	—	7,398	19,714	27,112	(944)	1999	2021
Northshore Healthcare Holdings LLC	Bayshire Rancho Mirage	Rancho Mirage, CA	—	4,024	16,790	—	4,024	16,790	20,814	(820)	2000	2021
CTR Partnership, L.P.	Imboden Creek Living Center	Decatur, IL	—	131	12,499	81	131	12,580	12,711	(289)	2003	2022
			—	55,670	281,386	10,524	55,670	291,910	347,580	(40,159)		
Assisted and Independent Living Properties:												
Avenue N Holdings LLC	Cambridge ALF	Rosenburg, TX	—	124	2,301	392	124	2,693	2,817	(1,533)	2007	2006
Moenium Holdings LLC	Grand Court	Mesa, AZ	—	1,893	5,268	1,210	1,893	6,478	8,371	(3,888)	1986	2007
Lafayette Health Holdings LLC	Chateau Des Mons	Englewood, CO	—	420	1,160	189	420	1,349	1,769	(508)	2011	2009
Expo Park Health Holdings LLC	Canterbury Gardens	Aurora, CO	—	570	1,692	248	570	1,940	2,510	(1,022)	1986	2010
Wisteria Health Holdings LLC	Wisteria IND	Abilene, TX	—	244	3,241	81	244	3,322	3,566	(1,860)	2008	2011
Everglades Health Holdings LLC	Lexington	Ventura, CA	—	1,542	4,012	113	1,542	4,125	5,667	(1,059)	1990	2011
Flamingo Health Holdings LLC	Desert Springs ALF	Las Vegas, NV	—	908	4,767	281	908	5,048	5,956	(3,022)	1986	2011
18th Place Health Holdings LLC	Rose Court	Phoenix, AZ	—	1,011	2,053	490	1,011	2,543	3,554	(1,142)	1974	2011
Boardwalk Health Holdings LLC	Park Place	Reno, NV	—	367	1,633	52	367	1,685	2,052	(625)	1993	2012

SCHEDULE III
REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022
(dollars in thousands)

Willows Health Holdings LLC	Cascade Plaza	Redmond, WA	—	2,835	3,784	395	2,835	4,179	7,014	(1,500)	2013	2013
Lockwood Health Holdings LLC	Santa Maria	Santa Maria, CA	—	1,792	2,253	585	1,792	2,838	4,630	(1,560)	1967	2013
Saratoga Health Holdings LLC	Lake Ridge	Orem, UT	—	444	2,265	176	444	2,441	2,885	(576)	1995	2013
Sky Holdings AZ LLC	Desert Sky Assisted Living	Glendale, AZ	—	61	304	372	61	676	738	(520)	2004	2002
Lemon River Holdings LLC	The Grove Assisted Living	Riverside, CA	—	342	802	3,360	342	4,162	4,504	(3,156)	2012	2009
Mission CCRC LLC	St. Joseph's Villa IND	Salt Lake City, UT	—	411	2,312	258	411	2,570	2,981	(1,778)	1994	2011
CTR Partnership, L.P.	Prelude Cottages of Woodbury	Woodbury, MN	—	430	6,714	76	430	6,790	7,220	(1,352)	2011	2014
CTR Partnership, L.P.	Lamplight Inn of West Allis	West Allis, WI	—	97	6,102	106	77	4,181	4,258	—	2013	2016
CTR Partnership, L.P.	Fort Myers Assisted Living	Fort Myers, FL	—	1,489	3,531	1,006	1,489	4,537	6,026	(712)	1980	2016
CTR Partnership, L.P.	Croatan Village	New Bern, NC	—	312	6,919	—	301	5,663	5,964	—	2010	2016
CTR Partnership, L.P.	Countryside Village	Pikeville, NC	—	131	4,157	—	125	3,402	3,527	—	2011	2016
CTR Partnership, L.P.	The Pines of Clarkston	Village of Clarkston, MI	—	603	9,326	—	522	5,329	5,851	—	2010	2016
CTR Partnership, L.P.	The Pines of Goodrich	Goodrich, MI	—	241	4,112	459	207	3,862	4,069	—	2014	2016
CTR Partnership, L.P.	The Pines of Burton	Burton, MI	—	492	9,199	—	426	7,751	8,177	—	2014	2016
CTR Partnership, L.P.	The Pines of Lapeer	Lapeer, MI	—	302	5,773	—	261	4,066	4,327	—	2008	2016
CTR Partnership, L.P.	Arbor Place	Lodi, CA	—	392	3,605	—	392	3,605	3,997	(578)	1984	2016
CTR Partnership, L.P.	Applewood of Brookfield	Brookfield, WI	—	493	14,002	39	241	6,026	6,267	—	2013	2017
CTR Partnership, L.P.	Applewood of New Berlin	New Berlin, WI	—	356	10,812	—	190	5,033	5,223	—	2016	2017
CTR Partnership, L.P.	Memory Care Cottages in White Bear Lake	White Bear Lake, MN	—	1,611	5,633	—	1,611	5,633	7,244	(775)	2016	2017
CTR Partnership, L.P.	Vista Del Lago	Escondido, CA	—	4,362	7,997	—	4,362	7,997	12,359	(698)	2015	2019
CTR Partnership, L.P.	Inn at Barton Creek	Bountiful, UT	—	2,480	4,804	15	2,480	4,819	7,299	(380)	1999	2020
CTR Partnership, L.P.	Bridgeton Essentia Neighborhood	Bridgeton, NJ	—	245	5,795	—	190	4,510	4,700	(33)	2021	2021
CTR Partnership, L.P.	Rio Grande Essentia Neighborhood	Rio Grande, NJ	—	224	5,652	—	224	5,652	5,876	(169)	2021	2021
				—	27,224	155,677	10,345	26,492	139,044	165,537	(29,108)	
				—	<u>\$ 241,304</u>	<u>\$ 1,392,128</u>	<u>\$ 118,249</u>	<u>\$ 238,738</u>	<u>\$ 1,483,133</u>	<u>\$ 1,721,871</u>	<u>\$ (315,914)</u>	

(1) The aggregate cost of real estate for federal income tax purposes was \$1.7 billion.

SCHEDULE III
REAL ESTATE ASSETS AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022
(dollars in thousands)

	Year Ended December 31,		
	2022	2021	2020
Real estate:			
Balance at the beginning of the period	\$ 1,873,806	\$ 1,683,205	\$ 1,605,081
Acquisitions	21,252	190,133	84,630
Improvements	5,896	4,521	7,223
Impairment	(29,803)	—	—
Sales and/or transfers to assets held for sale, net	(149,280)	(4,053)	(13,729)
Balance at the end of the period	<u>\$ 1,721,871</u>	<u>\$ 1,873,806</u>	<u>\$ 1,683,205</u>
Accumulated depreciation:			
Balance at the beginning of the period	\$ (304,785)	\$ (259,803)	\$ (220,359)
Depreciation expense	(42,131)	(45,498)	(41,914)
Impairment	10,232	—	—
Sales and/or transfers to assets held for sale, net	20,770	516	2,470
Balance at the end of the period	<u>\$ (315,914)</u>	<u>\$ (304,785)</u>	<u>\$ (259,803)</u>

SCHEDULE IV
MORTGAGE LOANS ON REAL ESTATE
DECEMBER 31, 2022
(dollars in thousands)

Description	Contractual Interest Rate	Maturity Date	Periodic Payment Terms	Prior Liens	Principal Balance	Book Value ⁽¹⁾	Carrying Amount of Loans Subject to Delinquent Principal or Interest
Mortgage Secured Loans:							
West Virginia (18 SNF facilities)	8.4 %	2027	⁽³⁾	\$ 482,000 ⁽⁴⁾	\$ 75,000	\$ 72,543	N/A
California (5 SNF facilities)	10.2 % ⁽²⁾	2025	⁽³⁾	53,400 ⁽⁵⁾	22,250	21,345	N/A
Georgia (4 SNF facilities)	9.0 % ⁽²⁾	2025	⁽³⁾	72,700 ⁽⁵⁾	24,900	23,796	N/A
Mezzanine Loans:							
West Virginia (18 SNF facilities)	11.0 %	2032	⁽³⁾	557,000 ⁽⁴⁾	25,000	24,012	N/A
Virginia (9 SNF facilities)	12.0 %	2025	⁽³⁾	114,309 ⁽⁶⁾	15,000	14,672	N/A
				<u>\$ 1,279,409</u>	<u>\$ 162,150</u>	<u>\$ 156,368</u>	

(1) The aggregate cost for federal income tax purposes was \$162.2 million as of December 31, 2022.

(2) Interest rates are variable and represent the rate in effect as of December 31, 2022.

(3) Interest is due monthly, and principal is due at the maturity date.

(4) The secured term loan was structured with an “A” tranche, a “B” tranche, and a “C” tranche, with the “C” tranche being the most subordinate. The Company’s loan constituted the entirety of the “C” tranche. The Company also extended a mezzanine loan to the borrower group. Accordingly, the amounts of the prior liens at December 31, 2022 are estimated.

(5) The secured term loan was structured with an “A” and a “B” tranche, with the “B” tranche being subordinate to the “A” tranche pursuant to the terms of a written agreement between the lenders. The Company’s loan constituted the entirety of the “B” tranche. Accordingly, the amounts of the prior liens at December 31, 2022 are estimated.

(6) The first mortgage loans on these properties are not held by the Company. Accordingly, the amounts of the prior liens at December 31, 2022 are estimated.

Changes in mortgage secured and mezzanine loans are summarized as follows (in thousands):

	Year Ended December 31,		
	2022	2021	2020
Balance at beginning of period	\$ 15,155	\$ 15,000	\$ 29,500
Additions during period:			
New mortgage and mezzanine loans	147,150	—	61,258
Interest income added to principal	1,165	155	—
Deductions during period:			
Paydowns/Repayments	—	—	(75,758)
Unrealized loss	(7,102)		
Balance at end of period	<u>\$ 156,368</u>	<u>\$ 15,155</u>	<u>\$ 15,000</u>

**CARETRUST REIT, INC. AND CTR PARTNERSHIP, L.P.
TSR AWARD AGREEMENT**

THIS AGREEMENT is made and entered into effective as of this _____ (the “Grant Date”) by and between CareTrust REIT, Inc. a Delaware corporation and CTR Partnership, L.P., a Delaware limited partnership (collectively, the “Company”), and _____ (“Employee”), pursuant to the CareTrust REIT, Inc. and CTR Partnership, L.P. Incentive Award Plan dated May 12, 2014 (as it may be amended, the “Plan”). This Agreement and the award contained herein are subject to the terms and conditions set forth in the Plan, which are incorporated by reference herein, and the following terms and conditions:

WITNESSETH:

WHEREAS, Employee is an employee of the Company or its Affiliates or Subsidiaries;

WHEREAS, the Company has adopted the Plan in order to promote the interests of the Company and its stockholders by using equity interests in the Company to attract, retain and motivate its management and other eligible persons and to encourage and reward their contributions to the Company’s and/or its Affiliates’ and Subsidiaries’ performance and profitability;

WHEREAS, the Compensation Committee (the “Compensation Committee”) of the Company’s Board of Directors (the “Board”) authorized an objectively-determinable performance-based award described in Section 1 below (the “TSR Award”) measuring the Company’s total shareholder return (defined and measured in accordance with this Agreement and Exhibit A hereto, the “TSR”) to Employee pursuant to the Plan;

WHEREAS, the Compensation Committee has determined that it is in the best interests of the Company to grant under the Plan PRSUs (as hereinafter defined) payable in TSR Performance Shares (as hereinafter defined) to Employee pursuant to the terms and conditions set forth in this Agreement; and

WHEREAS, Employee is entrusted with knowledge of the confidential and proprietary information and particular business methods of the Company and the Employee is trained and instructed in the Company’s particular operations, all of which are exceptionally valuable to the Company and vital to the success of the Company’s business.

NOW, THEREFORE, in consideration of the various covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. **TSR Award.** In accordance with, and subject to, the terms and conditions of the Plan, the Company hereby grants to Employee _____ performance restricted stock units (the “PRSUs”) payable in shares of the Company’s common stock, par value \$0.10 per share (“Common Stock”), for the period commencing as of _____ and ending _____ (the “Performance Period”). Issuance and payment of the award in the form of shares of Common Stock of the Company (the “TSR Performance Shares”) is conditioned and dependent upon Employee’s continued employment during the Performance Period and the achievement of performance goals reflected in the Company’s TSR relative to the TSR of the Peer Group Companies (as hereinafter defined) more fully described in Exhibit A hereto. If the Company issues or otherwise delivers TSR Performance Shares to Employee, the Company shall

also at such time issue to Employee additional TSR Performance Shares as determined under Section 3 (the “TSR Dividend Equivalent Shares Award”).

2. **TSR Award Performance Conditions.** It is understood and agreed that this TSR Award is subject to the following terms and conditions:

2.1 **Determination of Number of TSR Performance Shares.** The number of the TSR Performance Shares, if any, earned for the Performance Period shall be determined in accordance with the terms and conditions of Exhibit A, subject to the terms of this Agreement.

2.2 **Employment Condition.** Except as set forth in Section 2.3 below, vesting of the TSR Award is expressly conditioned upon Employee being continuously employed by the Company or any of its Subsidiaries or Affiliates during the entire Performance Period, including without limitation, the last day of the Performance Period.

2.3 **Effect of Termination of Employment.** Except as otherwise provided below, if Employee’s employment with the Company or any of its Subsidiaries or Affiliates, is terminated for any reason prior to the end of the Performance Period, the TSR Award shall be immediately forfeited.

(a) Termination due to Death or Disability. If Employee’s termination of employment is due to death or Disability (as defined in the Plan), the TSR Award shall vest and will be issuable in the form and as provided in Section 4.1 hereof at the greater of (i) the “Target” performance level in accordance with Exhibit A hereto, and (ii) actual TSR performance calculated pursuant to Section 4.1 hereof but based as if the last day of the Performance Period had been the last business day prior to Employee’s death or Disability.

(b) Termination due to Retirement or Termination by the Company for Other than Cause.

(1) Termination due to Retirement. Except with respect to an “Authorized Retirement” (as defined in the Employee’s Change in Control Agreement), if Employee’s termination of employment is due to Employee’s retirement at or after the age of 65 or with a sum of age (minimum age requirement is 55 years) and years of service with the Company, The Ensign Group, Inc. (its “Predecessor”) or any of its Subsidiaries or Affiliates on the date of retirement equal to at least 75 (unless such retirement results from a termination of Employee’s employment by the Company for Cause (as such term is defined in the Plan), a prorated portion of the TSR Award shall vest at the actual TSR performance level calculated pursuant to Section 4.1 hereof but based as if the last day of the Performance Period had been the last business day prior to the effective date of Employee’s termination of employment.

(2) Termination by the Company for Other than Cause; Good Reason. If Employee’s employment is terminated by the Company (or a Subsidiary or Affiliate of the Company, as the case may be) for reasons other than Cause (as reasonably determined by the Compensation Committee, and including without limitation a resignation by Employee for “Good Reason” as defined in the Employee’s Change in Control Agreement), a prorated portion of the TSR Award shall vest at the greater of (i) the Target performance level in accordance with Exhibit A hereto, and (ii) actual TSR performance calculated pursuant to Section 4.1 hereof but based as if the last day of the Performance Period had been the last business day prior to the effective date of the termination of employment.

(3) Prorated Vesting upon Retirement or Termination by the Company for Other than Cause. The prorated portion of the TSR Award that vests due to termination of Employee’s employment due to retirement or termination by the Company for

reasons other than Cause shall be determined by multiplying (i) the TSR Performance Shares that would have been vested based on the Company's TSR for the Performance Period (as shortened by the retirement or termination for reasons other than Cause) relative to the TSR for each of the Peer Group Companies in accordance with Exhibit A hereto for the shortened Performance Period, by (ii) a fraction, the numerator of which is the number of days that Employee was continually employed since the beginning of the Performance Period and the denominator of which is 1,095.

(c) Authorized Retirement. If Employee's termination of employment is due to an Authorized Retirement, the TSR Award shall vest at the greater of (i) the Target performance level in accordance with Exhibit A hereto, and (ii) actual TSR performance calculated pursuant to Section 4.1 hereof but based as if the last day of the Performance Period had been the last business day prior to any public disclosure of Executive's intent to retire.

2.4 Change in Control Event.

(a) Vesting. Notwithstanding anything in the Plan to the contrary, in the event of a Change in Control (as hereinafter defined) during the Performance Period, the portion of the TSR Award that would be deemed to be earned shall be the TSR Performance Shares as calculated in accordance with Exhibit A hereto and determined based on the greater of (i) the Target performance level in accordance with Exhibit A hereto, and (ii) actual TSR performance using the Company's TSR relative to the TSR for each of the Peer Group Companies, calculated based on TSR performance for the period beginning _____ and ending on the last business day preceding the date on which the Change in Control occurs. Such earned TSR Performance Shares and their corresponding TSR Dividend Equivalent Shares shall be converted to restricted stock units of the Company that shall vest upon the Change in Control; provided, however, if the Employee elects to continue employment with the Company or the successor entity, and if the successor entity assumes, converts, or replaces such restricted stock units with units of equivalent value and liquidity upon vesting, then (i) the restricted stock units (or their replacements, as the case may be) shall vest ratably over time based on continued service through _____, and (ii) vesting of such assumed, converted or replaced awards will nevertheless accelerate as provided herein if Employee retires (either as a standard retirement or Authorized Retirement), is terminated without Cause or resigns for Good Reason within the Performance Period remaining following the Change in Control. This TSR Award Agreement shall survive any termination of employment or Change in Control.

(b) Change in Control Definition. For purposes of this Agreement, a "Change in Control" shall mean the occurrence of any of the following events, each of which shall be determined independently of the others: (i) any "Person" (as hereinafter defined), other than a holder of at least 10% of the outstanding voting power of the Company as of the date of this Agreement, becomes a "beneficial owner" (as such term is used in Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of a majority of the stock of the Company entitled to vote in the election of directors of the Company; (ii) individuals who are Continuing Directors of the Company (as hereinafter defined) cease to constitute a majority of the members of the Board; (iii) stockholders of the Company adopt and consummate a plan of complete or substantial liquidation or an agreement providing for the distribution of all or substantially all of the assets of the Company; (iv) the Company is a party to a merger, consolidation, other form of business combination or a sale of all or substantially all of its assets, with an unaffiliated third party, unless the business of the Company following consummation of such merger, consolidation or other business combination is continued following any such transaction by a resulting entity (which may be, but need not be, the Company) and the stockholders of the Company immediately prior to such transaction hold, directly or indirectly, at least a majority of the voting power of the resulting entity; provided, however, that a merger or consolidation effected to implement a recapitalization of the Company

(or similar transaction) shall not constitute a Change in Control; (v) there is a Change in Control of the Company of a nature that is reported in response to item 5.01 of Current Report on Form 8-K or any similar item, schedule or form under the Exchange Act, as in effect at the time of the change, whether or not the Company is then subject to such reporting requirements; or (vi) the Company consummates a transaction which constitutes a “Rule 13e-3 transaction” (as such term is defined in Rule 13e-3 of the Exchange Act) prior to the termination or expiration of this Agreement.

(c) Continuing Director Definition. For purposes of Section 2.3(e), “Continuing Directors” shall mean the members of the Board on the date of execution of this Agreement, provided that any person becoming a member of the Board subsequent to such date whose election or nomination for election was supported by at least a majority of the directors who then comprised the Continuing Directors shall be considered to be a Continuing Director; and the term “Person” is used as such term is used in Sections 13(d) and 14(d) of the Exchange Act.

3. **TSR Dividend Equivalent Shares Awards.** The number of shares in the TSR Dividend Equivalent Shares Award shall be determined by (a) multiplying the number of TSR Performance Shares to be awarded to Employee hereunder by the total amount of dividends paid per share of the Company’s Common Stock for which the ex-dividend date occurred after the beginning of the Performance Period (including without limitation the shortened Performance Period in the case of an earlier termination of employment pursuant to Sections 2.3 or 2.4 above, as the case may be) and before the Payment Date (as that term is defined in Section 4.2), as applicable, and (b) converting the resulting value to shares by dividing such value by the closing stock price on the date of issuance. The TSR Dividend Equivalent Shares Award shall be issued with and as a part of the TSR Performance Shares. References in this Agreement to TSR Performance Shares shall include any TSR Performance Shares granted or awarded as TSR Dividend Equivalent Shares Award.

4. **Confirmation and Payment.**

4.1 Determination of TSR Performance Shares. Following the end of the Performance Period (or the shortened Performance Period in the case of an earlier termination of employment pursuant to Sections 2.3 or 2.4 above, as the case may be), the Compensation Committee shall meet to determine and confirm: (a) the Relative Total Shareholder Return and Earned Percentage (each as defined in Exhibit A hereto); (b) the number of TSR Performance Shares earned which shall be issuable to Employee; and (c) the number of TSR Dividend Equivalent Share Awards earned which shall be issuable to Employee. Prior to such meeting, the Company shall provide to the Compensation Committee, in reasonable detail, the calculation of the Relative Total Shareholder Return, Earned Percentage, and the number of TSR Performance Shares (including any TSR Dividend Equivalent Awards) issuable to Employee, which information shall be available to Employee upon request after the Payment Date (as hereinafter defined). The number of TSR Performance Shares earned shall be rounded up to the nearest whole share.

4.2 Issuance of TSR Performance Shares and TSR Dividend Equivalent Shares Awards. As soon as practicable in the calendar year following the close of the Performance Period (but not later than March 15, and in the event of a shortened Performance Period pursuant to Sections 2.3 or 2.4 above not later than 15 days following the effective date of termination of employment or Change in Control) (the “Payment Date”) and subject to applicable tax withholding as provided in Section 5 hereof, certificates representing the TSR Performance Shares determined in accordance with Section 4.1 and representing any TSR Dividend Equivalent Shares Award shall be delivered to Employee or to Employee’s beneficiary, as applicable. Notwithstanding the foregoing, in the event that Employee is

prohibited from trading in the Company's securities on the Payment Date pursuant to applicable securities laws and/or the Company's policy on securities trading and disclosure of confidential information, the Payment Date shall be, in the determination of the Compensation Committee, the first date Employee is no longer prohibited from such trading. Notwithstanding the foregoing, the Company shall have the option of issuing any TSR Performance Shares in uncertificated form, with the TSR Performance Shares recorded in the name of the Employee or the Employee's beneficiary in the books and records of the Company's transfer agent.

5. **Tax Withholding.** As a condition precedent to the receipt of any TSR Performance Shares as provided for in Section 4.2, Employee agrees to pay to the Company, at such times as the Company shall determine, such amounts as the Company shall deem necessary to satisfy any withholding taxes due on income that Employee recognizes pursuant to the issuance to Employee of the TSR Performance Shares. The obligations of the Company under this Agreement and the Plan shall be conditional on such payment or arrangements, and the Company, its Affiliates and Subsidiaries shall, to the extent permitted by law, have the right to deduct any such taxes from any payment otherwise due to Employee. In addition, Employee may elect, unless otherwise determined by the Compensation Committee, to satisfy the withholding requirement by having the Company withhold TSR Performance Shares with a Fair Market Value (as hereinafter defined), as of the date of such withholding, sufficient to satisfy the withholding obligation. For purposes of this Section 5, the "Fair Market Value" of a TSR Performance Share shall be equal to the closing market price of the Common Stock on the last trading day immediately preceding the Payment.

6. **Changes in Capital Structure.**

6.1 If, during the term of this Agreement, there shall be any merger, reorganization, consolidation, recapitalization, stock dividend, stock split, rights offering or extraordinary distribution with respect to the Common Stock, or other change in corporate structure affecting the Common Stock, the Compensation Committee shall make or cause to be made an appropriate and equitable substitution, adjustment or treatment with respect to the TSR Performance Shares, including a substitution or adjustment in the aggregate number or kind of shares subject to this Agreement. Any securities, awards or rights issued pursuant to this Section 6.1 shall be subject to the same restrictions, if any, as the underlying TSR Performance Shares to which they relate.

6.2 If the outstanding Common Stock of the Company is hereafter converted into or exchanged for all of the outstanding Common Stock of a corporation (the "Parent Successor") as part of a transaction (the "Transaction") in which the Company becomes a wholly-owned subsidiary of Parent Successor, then (a) the obligations under this Agreement shall be assumed by Parent Successor and references in this Agreement to the Company shall thereafter generally be deemed to refer to Parent Successor, (b) Common Stock of Parent Successor shall be issued in lieu of Common Stock of the Company under this Agreement, (c) employment by the Company for purposes of this Agreement shall include employment by either the Company or Parent Successor, and (d) the TSR Dividend Equivalent Share Awards under Section 4 of this Agreement shall be based on dividends paid on the Common Stock of the Company prior to the Transaction and dividends paid on the Common Stock of the Parent Successor after the Transaction.

7. **Return and/or Forfeiture of Performance-Based Payments or Awards.** Notwithstanding any other provision in this Agreement, in the event that pursuant to the terms or requirements of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or of any applicable laws, rules or regulations promulgated by the Securities and Exchange Commission from time to time, and in the event any stock award or other payment is based upon the satisfaction of financial performance metrics which are

subsequently reversed due to a restatement or reclassification of financial results of the Company, then any payments made or awards granted shall be returned and forfeited to the extent required and as provided by applicable laws, rules, regulations or listing requirements. This Section 7 shall survive any expiration or termination of this Agreement for any reason.

8. **Registration.** This grant is subject to the condition that if at any time the Board or Compensation Committee shall determine, in its discretion, that the listing of the TSR Performance Shares which may be issued hereunder on any securities exchange, or the registration or qualification of such shares under any federal or state law, or the consent or approval of any regulatory body, shall be necessary or desirable as a condition of, or in connection with, the grant, receipt or delivery of the TSR Performance Shares hereunder, such grant, receipt or delivery will not be effected unless and until such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Board or Compensation Committee. The Company agrees to make every reasonable effort to effect or obtain any such listing, registration, qualification, consent or approval.

9. **No Right to Employment.** In no event shall the granting of the TSR Performance Shares or the other provisions hereof or the acceptance of the TSR Performance Shares by Employee interfere with or limit in any way the right of the Company, an Affiliate or Subsidiary to terminate the Employee's employment at any time, nor confer upon Employee any right to continue in the employ of the Company, an Affiliate or Subsidiary for any period of time or to continue his or her present or any other rate of compensation.

10. **Noncompetition; Nonsolicitation; Confidential Information, etc.** Employee hereby acknowledges that, during and solely as a result of Employee's employment by the Company or its Subsidiaries or Affiliates, Employee has received and will continue to receive special training and education with respect to the operations of such entity(ies) and access to confidential information and business and professional contacts, all of which is exceptionally valuable to the Company and vital to the success of the Company's business and other related matters. In consideration of such special and unique opportunities afforded to Employee as a result of Employee's employment and the grant of TSR Performance Shares, Employee hereby agrees to be bound by and acknowledges the reasonableness of the following covenants, which are specifically relied upon by the Company in entering into this Agreement and as a condition to the grant of the TSR Performance Shares. Employee acknowledges and agrees that each of the individual provisions of this Section 10 constitutes a separate and distinct obligation of Employee to the Company, individually enforceable against Employee.

10.1 **Covenant Not to Compete.** During the period Employee is employed by Company or its Subsidiary and for a period equal to twelve (12) months following Employee's Authorized Retirement or termination of employment upon or following a Change in Control (but not for a standard retirement, termination of employment for Other than Cause or resignation for Good Reason for which only a prorated vesting has occurred pursuant to Section 2.3(b)(3)), Employee shall not, without the consent of the Board, in any form or any manner, directly or indirectly, on Employee's own behalf or in combination with others, become engaged in (as an individual, partner, stockholder, director, officer, principal, agent, independent contractor, employee, trustee, lender of money or in any other relation or capacity whatsoever, except as a holder of securities of a corporation whose securities are publicly traded and which is subject to the reporting requirements of the Exchange Act, and then only to the extent of owning not more than two percent (2%) of the issued and outstanding securities of such corporation or other entity) or provide services to any business which renders services or sells products, or proposes to render services or sell products, that compete with the Business of the Company within the United States and any foreign country in which the Company conducts any aspect of the Business during the term of this Agreement. For purposes of this Agreement,

the term “Business” shall mean the acquisition and leasing of senior housing, skilled nursing, and healthcare facilities. Notwithstanding the foregoing, after termination of Employee’s employment for any reason, Employee shall be permitted to work for any business that provides services to competitors or customers of the Company, so long as such business, as determined in the good faith judgment of the Board, does not compete with the Company.

10.2 Covenant Not to Solicit Employees. During the period Employee is employed by the Company or its Subsidiary and for a period following Employee’s termination of employment for any reason, equal to twelve (12) months, Employee agrees and covenants that he shall not, for any reason, directly or indirectly, employ, solicit or endeavor to entice away from the Company (whether for Employee’s own benefit or on behalf of another person or entity), or facilitate the solicitation, employment or enticement of, any employee of the Company to work for Employee, any affiliate of Employee or any competitor of the Company, nor shall Employee otherwise attempt to interfere (to the Company’s detriment) in the relationship between the Company and any such employees.

10.3 Covenant Not to Solicit Customers. During the period Employee is employed by Company or its Subsidiary and for a period following Employee’s termination of employment for any reason, equal to twelve (12) months, Employee agrees and covenants that he shall not, directly or indirectly, in any form or manner, contact, solicit, or facilitate the contacting or solicitation of, any Customer of the Company for the purpose of competing with the Business. For purposes of this Agreement, the term “Customer” shall mean and refer to each tenant or operator that has a contract with or is actively being solicited by the Company during the period of Employee’s employment hereunder.

10.4 Covenant of Confidentiality. At any time during the term of Employee’s employment with the Company or its Subsidiary (pursuant to this Agreement or otherwise), and for a period of five (5) years after the termination of Employee’s employment with the Company or its Subsidiary, as applicable, for any reason, Employee shall not, except in furtherance of the Business of the Company or otherwise with the prior authorization of the Company, in any form or manner, directly or indirectly, divulge, disclose or communicate to any person, entity, firm, corporation or any other third party (other than in the course of Employee’s employment), or utilize for Employee’s personal benefit or for the benefit of any competitor of the Company any Confidential Information. For purposes of this Agreement, “Confidential Information” shall mean, but shall not be limited to, any technical or non-technical data, formulae, patterns, compilations, programs, devices, methods, techniques, drawings, designs, processes, procedures, improvements, models or manuals of any member of the Company or which are licensed by the Company, any financial data or lists of actual or potential customers or suppliers (including contacts thereat) of the Company, and any information regarding the contracts, marketing and sales plans, which is not generally known to the public through legitimate origins of the Company. The parties hereto each acknowledge and agree that such Confidential Information is extremely valuable to the Company and shall be deemed to be a “trade secret.” In the event that any part of the Confidential Information becomes generally known to the public through legitimate origins (other than by the breach of this Agreement by Employee or by misappropriation), or is required to be disclosed by legal, administrative or judicial process (provided that Employee has provided to the Company reasonable prior notice of such request and the Company has had a reasonable opportunity, at its expense, to dispute, defend or limit such request for the Confidential Information), that part of the Confidential Information shall no longer be deemed Confidential Information for purposes of this Agreement, but Employee shall continue to be bound by the terms of this Agreement as to all other Confidential Information.

10.5 Return of Property. Upon termination of Employee’s employment for any reason, Employee shall promptly deliver to the Company or its Subsidiary all

correspondence, drawings, blueprints, manuals, letters, notes, notebooks, reports, programs, plans, proposals, financial documents or any other documents, including all copies in any form or media, concerning the Company's Customers, marketing strategies, products or processes which contain any Confidential Information.

10.6 Assignment of Inventions. Any and all writings, inventions, improvements, processes, procedures and/or techniques now or hereafter acquired, made, conceived, discovered or developed by Employee, either solely or jointly with any other person or persons, whether or not during working hours and whether or not at the request or upon the suggestion of the Company or its Subsidiaries or Affiliates, which relate to or are useful in connection with any business now or hereafter carried on or contemplated by the Company, including developments or expansions of its present fields of operations, shall be the sole and exclusive property of the Company or its Subsidiaries or Affiliates, as applicable. Employee shall make full disclosure to the Company or its Subsidiaries or Affiliates of all such writings, inventions, improvements, processes, procedures, techniques, or any other material of a proprietary nature, including, without limitation, any ideas, inventions, discoveries, improvements, developments, designs, methods, systems, computer programs, trade secrets or other intellectual property whether or not patentable or copyrightable and specifically including, but not limited to, copyright and mask works, formulae, compositions, products, processes, apparatus, and new uses of existing materials or machines (collectively, "Inventions"), made, conceived or first reduced to practice by Employee solely or jointly with others while employed by the Company or its Subsidiaries or Affiliates and which relate to or result from the actual or anticipated business, work, research or investigation of the Company or which are suggested by or result from any task assigned to or performed by Employee for the Company; and Employee shall do everything necessary or desirable to vest the absolute title thereto in the Company or its Subsidiaries or Affiliates, as applicable. Employee shall write and prepare all descriptions, specifications and procedures regarding the Inventions as may be required by the Company or its Subsidiaries or Affiliates to protect the Company's or its Subsidiaries' or Affiliates' rights in and to the Inventions, and otherwise aid and assist the Company or its Subsidiaries or Affiliates so that the Company or its Subsidiaries or Affiliates can prepare and present applications for copyright or letters patent therefor and can secure such copyright or letters patent wherever possible, as well as reissues, renewals, and extensions thereof, and can obtain the record title to such copyright or patents so that the Company or its Subsidiaries or Affiliates shall be the sole and absolute owner thereof in all countries in which it may desire to have copyright or patent protection. Employee will, at the Company's or its Subsidiaries or Affiliates request, execute any and all assignment, patent or copyright forms and the like, deemed reasonably necessary by the Company or its Subsidiaries or Affiliates. The Company's or its Subsidiaries' or Affiliates' rights hereunder shall not be limited to this country but shall extend to any country in the world and shall attach to each Invention notwithstanding that it is perfected, improved, reduced to specific form or used after termination of Employee's employment. Employee agrees to lend such assistance as he or she may be able, at the Company's or its Subsidiaries' or Affiliates' request in connection with any proceedings relating to such letters of patent, trade secrets, copyright or application thereof, as may be determined by the Company or its Subsidiaries or Affiliates to be reasonably necessary. The Company, in its sole discretion, may agree to pay Employee a reasonable fee to defray any costs or time incurred by Employee in providing such assistance. Employee shall not be entitled to any additional or special compensation or reimbursement regarding any and all such writings, inventions, improvements, processes, procedures and techniques.

10.7 Equitable Remedies. In the event that Employee breaches any of the terms or conditions set forth in this Section 10 (collectively, the "Restrictive Covenants"), Employee stipulates that such breach will result in immediate and irreparable harm to the business and goodwill of the Company and/or its Subsidiaries or Affiliates and that damages, if any, and remedies at law for such breach would be inadequate. The Company and/or its

Subsidiaries or Affiliates shall therefore be entitled to seek for and receive from any court of competent jurisdiction a temporary restraining order, preliminary and permanent injunctive relief and/or an order for specific performance to protect its rights and interests and to restrain any violation of this Agreement and such further relief as the court may deem just and proper, each without the necessity of posting bond. Following judgment or other final determination by such court, the non-prevailing party in such proceeding shall pay the costs and expenses (including court costs and reasonable attorneys' fees) of the prevailing party. The Company and/or its Subsidiaries or Affiliates may elect to seek such remedies at its sole discretion on a case by case basis. Failure to seek any or all remedies in one case shall not restrict the Company and/or its Subsidiaries or Affiliates from seeking any remedies in another situation. Such action by the Company and/or its Subsidiaries or Affiliates shall not constitute a waiver of any of its rights.

10.8 Continuing Obligation. During Employee's employment and upon termination of Employee's employment for any reason the obligations, duties and liabilities of Employee pursuant to Sections 10.1, 10.2, 10.3, 10.4 and 10.5 of this Agreement are continuing, and for the periods set forth in such provisions hereof are absolute and unconditional, and shall survive and remain in full force and effect as provided in each such Section. Notwithstanding anything else contained in this Agreement to the contrary, the parties hereto agree that in the event, and at the moment, Employee breaches any of the terms, duties or obligations contained in Sections 10.1, 10.2, 10.3, and 10.4 of this Agreement, all of the TSR Performance Shares which have not vested, will immediately be cancelled and forfeited.

11. Construction.

11.1 No Rights of Stockholder. The TSR Award (including any associated PRSUs and TSR Performance Shares) represents the Company's unfunded and unsecured promise to issue shares of Common Stock, at a future date subject to the terms of this Agreement. Employee has no rights with respect to the TSR Award other than rights of a general creditor of the Company. Employee shall not have any of the rights of a stockholder with respect to unvested TSR Performance Shares.

11.2 Successors. This Agreement and all the terms and provisions hereof shall be binding upon and shall inure to the benefit of the parties hereto and their respective legal representatives, heirs and successors, except as expressly herein otherwise provided.

11.3 Entire Agreement; Modification. This Agreement contains the entire understanding between the parties with respect to the matters referred to herein. To the extent permitted by the Plan, this Agreement may be amended by the Board or Compensation Committee at any time.

11.4 Capitalized Terms; Headings; Pronouns; Governing Law. Capitalized terms used and not otherwise defined herein are deemed to have the same meanings as in the Plan. The descriptive headings of the respective sections and subsections of this Agreement are inserted for convenience of reference only and shall not be deemed to modify or construe the provisions which follow them. Any use of any masculine pronoun shall include the feminine and vice-versa and any use of a singular, the plural and vice-versa, as the context and facts may require. The construction and interpretation of this Agreement shall be governed in all respects by the laws of the State of Delaware.

11.5 Notices. Each notice relating to this Agreement shall be in writing and shall be sufficiently given if delivered by registered or certified mail, or by a nationally recognized overnight delivery service, with postage or charges prepaid, to the address hereinafter provided in this Section 11.5. Any such notice or communication given by first-

class mail shall be deemed to have been given two business days after the date so mailed, and such notice or communication given by overnight delivery service shall be deemed to have been given one business day after the date so sent, provided such notice or communication arrives at its destination. Each notice to the Company shall be addressed to it at its offices at 905 Calle Amanecer, Suite 300, San Clemente, California 92673 (attention: Chief Financial Officer), with a copy to the Secretary of the Company or to such other designee of the Company. Each notice to Employee shall be addressed to Employee at Employee's address shown below.

11.6 **Severability.** Whenever possible, each provision of this Agreement shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement or the application thereof to any party or circumstance shall be prohibited by or invalid under applicable law, such provision shall be ineffective to the minimal extent of such provision or the remaining provisions of this Agreement or the application of such provision to other parties or circumstances.

11.7 **Counterpart Execution.** This Agreement may be executed in counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute the entire document.

CARETRUST REIT, INC.

EMPLOYEE

Employee's Address:

By: _____
Name:
Title:

TSR AWARD AGREEMENT – EXHIBIT A
PERFORMANCE CRITERIA

The TSR Performance Shares that shall become earned and payable, if any, will be based on the Company's total shareholder return ("TSR") for the Performance Period relative to the TSRs of the Peer Companies (as defined below), as determined by the Compensation Committee. The TSR Performance Shares that shall become earned and payable, if any, following the end of the Performance Period shall be determined by multiplying the number of PRSUs granted (which number of PRSUs granted shall include the number of PRSUs attributable to the TSR Dividend Equivalent Shares Award in accordance with Section 3 of the Agreement) by the "Earned Percentage," as determined below, provided that the maximum Earned Percentage for the Performance Period shall be 200% and subject to certain caps described below. Any PRSUs that do not become earned at the end of the Performance Period will be forfeited.

- (a) "TSR" means, for the Company and each of the Peer Companies, such company's total shareholder return, expressed as a percentage, which will be calculated by dividing (i) the Closing Average Share Value by (ii) the Opening Average Share Value and subtracting one from the quotient.
- (b) "Opening Average Share Value" means the average Share Value over the trading days in the Opening Average Period.
- (c) "Opening Average Period" means the last (final) twenty (20) trading days in the 2020 calendar year.
- (d) "Accumulated Shares" means, for a given trading day, the sum of (i) one (1) share and (ii) the cumulative number of shares of a company's common stock purchasable with dividends declared on such company's common stock to that point during the Performance Period, assuming same day reinvestment of such dividends at the closing price on the ex-dividend date.
- (e) "Closing Average Share Value" means the average Share Value over the trading days in the Closing Average Period.
- (f) "Closing Average Period" means the last (final) twenty (20) trading days in the ____ calendar year.
- (g) "Share Value" means, with respect to a given trading day, the closing price of a company's common stock multiplied by the Accumulated Shares for such trading day.
- (h) "Peer Companies" means the following companies: [_____]

The Peer Companies may be changed as follows:

- (i) In the event of a merger, acquisition or business combination transaction of a Peer Company with or by another Peer Company, the surviving entity shall remain a Peer Company.
- (ii) In the event of a merger of a Peer Company with an entity that is not a Peer Company, or the acquisition or business combination transaction by or with a Peer Company, or with an entity that is not a Peer Company, in each case where the Peer Company is the surviving entity and remains publicly traded, the surviving entity shall remain a Peer Company.
- (iii) In the event of a merger or acquisition or business combination transaction of a Peer Company by or with an entity that is not a Peer Company, a “going private” transaction involving a Peer Company or the liquidation of a Peer Company, where the Peer Company is not the surviving entity or is otherwise no longer publicly traded, the company shall no longer be a Peer Company.
- (iv) In the event of a bankruptcy of a Peer Company, as long as the Peer Company is still trading on a market where an independent price can be determined (i.e., an over-the-counter market), its TSR will continue to be calculated based on reported trading prices. Once the share price can no longer be determined, such Peer Company’s TSR will be locked in for the active performance cycle, based on the last known trading price (i.e., the potential for a TSR of -100%). If the company subsequently resumes trading on a recapitalized basis (completely new equity infusion), it will not be added back to the peer group for active performance cycles.
- (v) In the event of a stock distribution from a Peer Company consisting of the shares of a new publicly-traded company (a “spin-off”), the Peer Company shall remain a Peer Company and the stock distribution shall be treated as a dividend from the Peer Company based on the closing price of the shares of the spun-off company on its first day of trading. The performance of the shares of the spun-off company shall not thereafter be tracked for purposes of calculating TSR.

Each Peer Company’s “common stock” shall mean that series of common stock that is publicly traded on a registered U.S. exchange or, in the case of a non-U.S. company, an equivalent non-U.S. exchange.

- (i) “Relative Total Shareholder Return” means the Company’s TSR relative to the TSR of the Peer Companies. Relative Total Shareholder Return will be determined by ranking the Peer Companies (not including the Company) from highest to lowest according to their respective TSRs. After this ranking, the percentile performance of each of the Peer Companies will be determined as follows:

$$P = \frac{N - R}{N - 1}$$

where: “P” represents the percentile performance which will be rounded, if necessary, to the nearest whole percentile by application of regular rounding.

“N” represents the number of Peer Companies as of the Vesting Date.

“R” represents the Peer Company’s ranking among the Peer Companies.

Example: If there are 14 Peer Companies, the Peer Company that ranked 5th would be at the 69.2 percentile: $.692 = ((14 - 5) / (14 - 1))$.

(j) “Earned Percentage” means the percentage determined according to the following table:

Company TSR Relative to the TSRs of the Peer Companies for the Performance Measurement Period	Performance Level	Earned Percentage
Below 25 th Percentile	0	0%
25 th Percentile	Threshold	50%
50 th Percentile	Target	100%
85 th Percentile or Higher	High/Max	200.0%

Interpolation: To the extent performance falls between two levels in the table above, linear interpolation shall apply in determining the percentage of the PRSUs that are earned.

Example: If the Company’s TSR was at the 66.2 percentile, the Earned Percentage would equal 146.3%.

$$146.3\% = 100.0\% + (200.0\% - 100.0\%) \times \frac{(66.2 - 50.0)}{(85.0 - 50.0)}$$

Limitations on the Earned Percentage:

- (i) Notwithstanding the criteria in the table above, in the event the Company’s TSR over the Performance Period is negative, the Earned Percentage shall not exceed 100%.
- (ii) If the Company’s absolute TSR Compound Annual Growth Rate (CAGR) for the Performance Period exceeds 10%, then the Earned Percentage shall not be less than 100%.

**CARETRUST REIT, INC. AND CTR PARTNERSHIP, L.P.
INCENTIVE AWARD PLAN**

PERFORMANCE-BASED RESTRICTED STOCK AWARD GRANT NOTICE

CareTrust REIT, Inc., a Maryland corporation (the "Company"), pursuant to the CareTrust REIT, Inc. and CTR Partnership, L.P. Incentive Award Plan (as it may be amended, the "Plan"), hereby grants to the holder listed below (the "Participant"), an award of the number of shares of performance-based restricted stock ("Restricted Stock" or "Shares") set forth below. This Performance-Based Restricted Stock award is subject to all of the terms and conditions as set forth herein and in the Performance-Based Restricted Stock Award Agreement attached hereto as Exhibit A (the "Performance-Based Restricted Stock Agreement") and the Plan, each of which is incorporated herein by reference. Unless otherwise defined herein, the terms defined in the Plan shall have the same defined meanings in this Restricted Stock Award Grant Notice (the "Grant Notice") and the Restricted Stock Agreement.

Participant:

Grant Date:

Grant No.:

Total Number of Shares:

Years to Fully Vest:

Vesting Schedule:

Shares	Vesting Date
[]	[] (subject to the achievement of the Performance-Based Vesting Conditions referenced below)

Performance-Based Vesting Conditions: The time-based vesting conditions upon the restricted shares awarded hereunder are not the sole conditions for vesting of the restricted shares, which are subject to additional performance-based vesting conditions more fully described in Section 2.2(b)(ii) of the Performance-Based Restricted Stock Agreement (the "Performance-Based Vesting Conditions"). Both the time-based conditions and the Performance-Based Vesting Conditions, as well as the continuing service condition set forth below, must be met in order for any tranche of the restricted shares awarded hereunder to vest.

Termination: Except as otherwise set forth in the Participant's Change in Control or Employment Agreement (if any), if the Participant experiences a Termination of Service prior to the applicable vesting date, all Shares that have not become vested on or prior to the date of such Termination of Service (after taking into consideration any vesting that may occur in connection with such Termination of Service, if any) will thereupon be automatically forfeited by the Participant without payment of any consideration therefor.

By his or her signature and the Company's signature below, the Participant agrees to be bound by the terms and conditions of the Plan, the Agreement and this Grant Notice. The Participant has

[Name] Grant No. []
[Date]
[] Shares

reviewed the Agreement, the Plan and this Grant Notice in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Grant Notice and fully understands all provisions of this Grant Notice, the Agreement and the Plan. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan, this Grant Notice or the Agreement.

In addition, by signing below, the Participant also agrees that the Company, in its sole discretion, may satisfy any withholding obligations by (i) withholding shares of Common Stock otherwise issuable to the Participant upon vesting of the Shares, (ii) instructing a broker on the Participant's behalf to sell shares of Common Stock otherwise issuable to the Participant upon vesting of the Shares and submit the proceeds of such sale to the Company or (iii) using any other method permitted by the Agreement or the Plan.

CARETRUST REIT, INC.

PARTICIPANT

By: _____
Name:
Title:

By: _____
[Name]
Grantee & Participant

[Name] Grant No. []
[Date]
[] Shares

Exhibit A

PERFORMANCE-BASED RESTRICTED STOCK AWARD AGREEMENT

Pursuant to the Performance-Based Restricted Stock Award Grant Notice (the "Grant Notice") to which this Performance-Based Restricted Stock Award Agreement (this "Agreement") is attached, CareTrust REIT, Inc., a Maryland corporation (the "Company"), pursuant to the CareTrust REIT, Inc. and CTR Partnership, L.P. Incentive Award Plan (as it may be amended, the "Plan"), hereby grants to the holder listed below (the "Participant"), an award of shares of performance-based restricted stock ("Restricted Stock" or "Shares"). This award of Performance-Based Restricted Stock is subject to all of the terms and conditions set forth herein and in the Grant Notice and the Plan, each of which are incorporated herein by reference. Capitalized terms not specifically defined herein shall have the meanings specified in the Grant Notice and the Plan.

ARTICLE I GENERAL

1.1 Incorporation of Terms of Plan. The Award (as defined below) is subject to the terms and conditions of the Plan, which are incorporated herein by reference. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan shall control.

ARTICLE II AWARD OF RESTRICTED STOCK

1.1 Award of Restricted Stock.

(a) Award. Pursuant to the Grant Notice and upon the terms and conditions set forth in the Plan and this Agreement, effective as of the Grant Date set forth in the Grant Notice, the Company has granted to the Participant an award of Restricted Stock (the "Award") under the Plan in consideration of the Participant's past and/or continued employment with or service to the Company or any Affiliate, and for other good and valuable consideration.

(b) Book Entry Form; Certificates. At the sole discretion of the Administrator, the Shares will be issued in either (i) uncertificated form, with the Shares recorded in the name of the Participant in the books and records of the Company's transfer agent with appropriate notations regarding the restrictions on transfer imposed pursuant to this Agreement, and upon vesting and the satisfaction of all conditions set forth in Sections 2.2(b) and (d) hereof, the Company shall remove such notations on any such vested Shares in accordance with Section 2.2(d) below; or (ii) certificated form pursuant to the terms of Sections 2.1(c) and (d) below.

(c) Legend. Certificates representing Shares issued pursuant to this Agreement may, until all Restrictions (as defined below) imposed pursuant to this Agreement lapse or have been removed and the Shares have thereby become vested or the Shares represented thereby have been forfeited hereunder, bear such legend as shall be determined by the Administrator).

(d) Removal of Notations; Delivery of Certificates Upon Vesting. As soon as administratively practicable after the vesting of any Shares subject to the Award pursuant to Section 2.2(b) hereof, the Company shall, as applicable, either remove the notations on any Shares subject to the Award issued in book entry form which have vested or deliver to the Participant a certificate or certificates evidencing the number of Shares subject to the Award

[Name] Grant No. []
[Date]
[] Shares

which have vested (or, in either case, such lesser number of Shares as may be permitted pursuant to Section 11.2 of the Plan). The Participant (or the beneficiary or personal representative of the Participant in the event of the Participant's death or incapacity, as the case may be) shall deliver to the Company any representations or other documents or assurances required by the Company. The Shares so delivered shall no longer be subject to the Restrictions hereunder.

1.2 Restrictions.

(a) Forfeiture. Notwithstanding any contrary provision of this Agreement, and except as otherwise set forth in the Participant's Change in Control or Employment Agreement (if any), upon the Participant's Termination of Service for any or no reason, any portion of the Award (and the Shares subject thereto) which has not vested prior to or in connection with such Termination of Service (after taking into consideration any accelerated vesting and lapsing of Restrictions which may occur in connection with such Termination of Service (if any)) shall thereupon be forfeited immediately and without any further action by the Company, and the Participant's rights in any Shares and such portion of the Award shall thereupon lapse and expire. For purposes of this Agreement, "Restrictions" shall mean the restrictions on sale or other transfer referenced in Section 3.2 hereof and the exposure to forfeiture set forth in this Section 2.2(a).

(b) Vesting and Lapse of Restrictions.

(i) Time Component. Subject to Section 2.2(a) above and the achievement of the performance conditions set forth in Section 2.2(b)(ii) below, the Award shall vest and Restrictions shall lapse in accordance with the vesting schedule set forth in the Grant Notice (rounding down to the nearest whole Share).

(ii) Performance Component. In addition to the time-based conditions set forth above, vesting of the Performance Shares (the "Performance-Based Vesting") is conditioned upon the Company meeting or exceeding fiscal-year-over-year (for each fiscal year, as of 12/31) Normalized Funds from Operations ("NFFO") per share (the "FFO Hurdle") as follows:

Performance Vesting Targets	FY20	FY21	FY22	FY23
NFFO Vesting Hurdle (per share)	\$	\$	\$	\$

(iii) Performance Vesting Mechanics. Performance-Based Vesting is cumulative. In the event the Company does not achieve the FFO Hurdle for a particular year, vesting for that year will be deferred until, if ever, the annual performance meets that year's FFO Hurdle. For example, if the NFFO per share in Year 1 falls short of the FFO Hurdle, the performance shares for Year 1 will not vest. If the NFFO per share in Year 2 meets or exceeds the FFO Hurdle for Year 1, the Year 1 tranche will vest. If the NFFO per share in Year 2 meets or exceeds the FFO Hurdle for Year 2 as well, the Year 2 tranche will vest as well. If, however, the Year 4 FFO Hurdle or any prior year FFO Hurdle is not met by the end of Year 4, that (those) tranche(s) will not vest and will be lost.

(iv) NFFO Definition. "Normalized Funds from Operations" is based on the definition of "Funds from Operations" ("FFO") promulgated by the National Association of Real Estate Investment Trusts (NAREIT). NFFO eliminates or "normalizes" non-recurring or unusual items of revenue and expense from FFO that would make period-over-period comparisons less meaningful or otherwise obscure true

[Name] Grant No. []
[Date]
[] Shares

operating performance. NAREIT defines FFO as *“the most commonly accepted and reported measure of REIT operating performance. Equal to a REIT's net income, excluding gains or losses from sales of property, and adding back real estate depreciation.”*

(c) Tax Withholding. The Company or its Affiliates shall be entitled to require a cash payment (or to elect, or permit the Participant to elect, such other form of payment determined in accordance with Section 11.2 of the Plan) by or on behalf of the Participant and/or to deduct from other compensation payable to the Participant any sums required by federal, state or local tax law to be withheld with respect to the grant or vesting of the Award or the lapse of the Restrictions hereunder. In satisfaction of the foregoing requirement with respect to the grant or vesting of the Award or the lapse of the Restrictions hereunder, unless otherwise determined by the Company, the Company or its Affiliates shall withhold Shares otherwise issuable under the Award having a Fair Market Value equal to the sums required to be withheld by federal, state and/or local tax law. The number of Shares which shall be so withheld in order to satisfy such federal, state and/or local withholding tax liabilities shall be limited to the number of shares which have a Fair Market Value on the date of withholding equal to the aggregate amount of such liabilities based on the minimum statutory withholding rates for federal, state and/or local tax purposes that are applicable to such supplemental taxable income. Notwithstanding any other provision of this Agreement, the Company shall not be obligated to deliver any new certificate representing Shares to the Participant or the Participant's legal representative or enter any such Shares in book entry form unless and until the Participant or the Participant's legal representative, as applicable, shall have paid or otherwise satisfied in full the amount of all federal, state and local taxes applicable to the taxable income of the Participant resulting from the grant or vesting of the Award or the issuance of Shares hereunder.

(d) Conditions to Delivery of Shares. The Shares deliverable under this Award may be either previously authorized but unissued Shares, treasury Shares or Shares purchased on the open market. Such Shares shall be fully paid and nonassessable. The Company shall not be required to issue or deliver any Shares under this Award prior to fulfillment of the conditions set forth in Section 11.4 of the Plan. Notwithstanding the foregoing, the issuance of such Shares shall not be delayed if and to the extent that such delay would result in a violation of Section 409A of the Code. In the event that the Company delays the issuance of such Shares because it reasonably determines that the issuance of such Shares will violate federal securities laws or other applicable law, such issuance shall be made at the earliest date at which the Company reasonably determines that issuing such Shares will not cause such violation, as required by Treasury Regulation Section 1.409A-2(b)(7)(ii).

(e) To ensure compliance with the Restrictions, the provisions of the charter documents of the Company, and/or state and federal securities and other laws and for other proper purposes, the Company may issue appropriate "stop transfer" and other instructions to its transfer agent with respect to the Restricted Stock. The Company shall notify the transfer agent as and when the Restrictions lapse.

1.3 Consideration to the Company. In consideration of the grant of the Award pursuant hereto, the Participant agrees to render faithful and efficient services to the Company or any Affiliate.

[Name] Grant No. []
[Date]
[] Shares

ARTICLE III OTHER PROVISIONS

1.1 Section 83(b) Election. If the Participant makes an election under Section 83(b) of the Code to be taxed with respect to the Restricted Stock as of the date of transfer of the Restricted Stock rather than as of the date or dates upon which the Participant would otherwise be taxable under Section 83(a) of the Code, the Participant hereby agrees to deliver a copy of such election to the Company promptly after filing such election with the Internal Revenue Service. The Participant represents that the Participant has consulted with any tax consultants the Participant deems advisable in connection with the Award and any such election

1.2 Restricted Stock Not Transferable. Until the Restrictions hereunder lapse or expire pursuant to this Agreement and the Shares vest, the Restricted Stock (including any Shares received by holders thereof with respect to Restricted Stock as a result of stock dividends, stock splits or any other form of recapitalization) shall be subject to the restrictions on transferability set forth in Section 11.3 of the Plan.

1.3 Rights as Stockholder. Except as otherwise provided herein, upon the Grant Date, the Participant shall have all the rights of a stockholder of the Company with respect to the Shares, subject to the Restrictions, including, without limitation, voting rights and rights to receive any cash or stock dividends, in respect of the Shares subject to the Award and deliverable hereunder; provided however that the rights to receive cash or stock dividends in respect of the Shares subject to the Award shall only vest with, and such cash or stock dividends shall only be payable or issuable upon the vesting of, the corresponding portion of the Shares subject to the Award.

1.4 Not a Contract of Employment or Service. Nothing in this Agreement or in the Plan shall confer upon the Participant any right to continue to serve as an Employee or other service provider of the Company or any of its Affiliates or shall interfere with or restrict in any way the rights of the Company and its Affiliates, which rights are hereby expressly reserved, to discharge or terminate the services of the Participant at any time for any reason whatsoever, with or without Cause, except to the extent expressly provided otherwise in a written agreement between the Company or an Affiliate and the Participant.

1.5 Governing Law. The laws of the State of Delaware shall govern the interpretation, validity, administration, enforcement and performance of the terms of this Agreement regardless of the law that might be applied under principles of conflicts of laws.

1.6 Conformity to Securities Laws. The Participant acknowledges that the Plan and this Agreement are intended to conform to the extent necessary with all provisions of the Securities Act and the Exchange Act, and any and all regulations and rules promulgated by the Securities and Exchange Commission thereunder, as well as all applicable state securities laws and regulations. Notwithstanding anything herein to the contrary, the Plan shall be administered, and the Award is granted, only in such a manner as to conform to such laws, rules and regulations. To the extent permitted by applicable law, the Plan and this Agreement shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

1.7 Amendment, Suspension and Termination. To the extent permitted by the Plan, this Agreement may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Administrator or the Board; provided, however, that, except as may otherwise be provided by the Plan, no amendment, modification, suspension or termination of this Agreement shall adversely affect the Award in any material way without the prior written consent of the Participant.

[Name] Grant No. []
[Date]
[] Shares

1.8 Notices. Any notice to be given under the terms of this Agreement shall be addressed to the Company at the Company's principal office, and any notice to be given to the Participant shall be addressed to the Participant at the Participant's last address reflected on the Company's records. Any notice shall be deemed duly given when sent via email or when sent by reputable overnight courier or by certified mail (return receipt requested) through the United States Postal Service.

1.9 Successors and Assigns. The Company may assign any of its rights under this Agreement to single or multiple assignees, and this Agreement shall inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in Section 3.2 hereof, this Agreement shall be binding upon the Participant and his or her heirs, executors, administrators, successors and assigns.

1.10 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan or this Agreement, if the Participant is subject to Section 16 of the Exchange Act, then the Plan, the Award and this Agreement shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3 of the Exchange Act) that are requirements for the application of such exemptive rule. To the extent permitted by applicable law, this Agreement shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

1.11 Entire Agreement. The Plan, the Grant Notice and this Agreement (including all Exhibits thereto, if any) constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and the Participant with respect to the subject matter hereof.

1.12 Limitation on the Participant's Rights. Participation in the Plan confers no rights or interests other than as herein provided. This Agreement creates only a contractual obligation on the part of the Company as to amounts payable and shall not be construed as creating a trust. The Plan, in and of itself, has no assets. The Participant shall have only the rights of a general unsecured creditor of the Company and its Affiliates with respect to amounts credited and benefits payable, if any, with respect to the Shares issuable hereunder.

LIST OF SUBSIDIARIES OF CARETRUST REIT, INC.*

1	CareTrust GP, LLC**	52.	Long Beach Health Associates LLC
2	CTR Partnership, L.P.**	53.	Lowell Health Holdings LLC
3	CareTrust Capital Corp.**	54.	Lowell Lake Health Holdings LLC
4	18th Place Health Holdings LLC	55.	Lufkin Health Holdings LLC
5	49th Street Health Holdings LLC	56.	Meadowbrook Health Associates LLC
6	4th Street Holdings LLC	57.	Memorial Health Holdings LLC
7	51st Avenue Health Holdings LLC	58.	Mesquite Health Holdings LLC
8	Anson Health Holdings LLC	59.	Mission CCRC LLC
9	Arapahoe Health Holdings LLC	60.	Moenium Holdings LLC
10	Arrow Tree Health Holdings LLC	61.	Mountainview Communitycare LLC
11	Avenue N Holdings LLC	62.	Northshore Healthcare Holdings LLC
12	Big Sioux River Health Holdings LLC	63.	Oleson Park Health Holdings LLC
13	Boardwalk Health Holdings LLC	64.	Orem Health Holdings LLC
14	Bogardus Health Holdings LLC	65.	Paredes Health Holdings LLC
15	Burley Healthcare Holdings LLC	66.	Plaza Health Holdings LLC
16	Casa Linda Retirement LLC	67.	Polk Health Holdings LLC
17	Cedar Avenue Holdings LLC	68.	Prairie Health Holdings LLC
18	Cherry Health Holdings LLC	69.	Price Health Holdings LLC
19	CM Health Holdings LLC	70.	Queen City Health Holdings LLC
20	Cottonwood Health Holdings LLC	71.	Queensway Health Holdings LLC
21	Dallas Independence LLC	72.	RB Heights Health Holdings LLC
22	Dixie Health Holdings LLC	73.	Regal Road Health Holdings LLC
23	Emmett Healthcare Holdings LLC	74.	Renee Avenue Health Holdings LLC
24	Ensign Bellflower LLC	75.	Rillito Holdings LLC
25	Ensign Highland LLC	76.	Rio Grande Health Holdings LLC
26	Ensign Southland LLC	77.	Salmon River Health Holdings LLC
27	Everglades Health Holdings LLC	78.	Salt Lake Independence LLC
28	Expo Park Health Holdings LLC	79.	San Corrine Health Holdings LLC
29	Expressway Health Holdings LLC	80.	Saratoga Health Holdings LLC
30	Falls City Health Holdings LLC	81.	Silver Lake Health Holdings LLC
31	Fifth East Holdings LLC	82.	Silverada Health Holdings LLC
32	Fig Street Health Holdings LLC	83.	Sky Holdings AZ LLC
33	Flamingo Health Holdings LLC	84.	Snohomish Health Holdings LLC
34	Fort Street Health Holdings LLC	85.	South Dora Health Holdings LLC
35	Gazebo Park Health Holdings LLC	86.	Stillhouse Health Holdings LLC
36	Gillette Park Health Holdings LLC	87.	Temple Health Holdings LLC
37	Golfview Holdings LLC	88.	Tenth East Holdings LLC
38	Granada Investments LLC	89.	Terrace Holdings AZ LLC
39	Guadalupe Health Holdings LLC	90.	Trinity Mill Holdings LLC
40	Gulf Coast Buyer 1 LLC**	91.	Trousdale Health Holdings LLC
41	Hillendahl Health Holdings LLC	92.	Tulalip Bay Health Holdings LLC
42	Hillview Health Holdings LLC	93.	Valley Health Holdings LLC
43	Irving Health Holdings LLC	94.	Verde Villa Holdings LLC
44	Ives Health Holdings LLC	95.	Wayne Health Holdings LLC
45	Jefferson Ralston Holdings LLC	96.	Willits Health Holdings LLC
46	Jordan Health Properties LLC	97.	Willows Health Holdings LLC
47	Josey Ranch Healthcare Holdings LLC	98.	Wisteria Health Holdings LLC
48	Kings Court Health Holdings LLC	99.	CTR Arvada Preferred, LLC**
49	Lafayette Health Holdings LLC	100.	CTR Cascadia Preferred, LLC**
50.	Lemon River Holdings LLC	101.	160 North Patterson, LLC***
51.	Lockwood Health Holdings LLC		

* Unless otherwise indicated, the jurisdiction of formation or incorporation, as applicable, of each of the subsidiaries listed herein is Nevada.

** Formed or incorporated in Delaware.

*** Formed in California

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statement No. 333-237056 on Form S-3 and Registration Statement No. 333-196634 on Form S-8 of our reports dated February 9, 2023, relating to the financial statements of CareTrust REIT, Inc., and the effectiveness of CareTrust REIT Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP
Costa Mesa, California
February 9, 2023

CERTIFICATION

I, David M. Sedgwick, certify that:

1. I have reviewed this Annual Report on Form 10-K of CareTrust REIT, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ David M. Sedgwick

David M. Sedgwick
President and Chief Executive Officer

Date: February 9, 2023

CERTIFICATION

I, William M. Wagner, certify that:

1. I have reviewed this Annual Report on Form 10-K of CareTrust REIT, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ William M. Wagner
William M. Wagner
Chief Financial Officer and Treasurer

Date: February 9, 2023

Certification of Chief Executive Officer and
Chief Financial Officer Pursuant to
18 U.S.C. Section 1350, As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 10-K of CareTrust REIT, Inc. (the “Company”) for the fiscal year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), David M. Sedgwick, President and Chief Executive Officer of the Company, and William M. Wagner, as Chief Financial Officer and Treasurer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David M. Sedgwick

Name: David M. Sedgwick
Title: President and Chief Executive Officer
Date: February 9, 2023

/s/ William M. Wagner

Name: William M. Wagner
Title: Chief Financial Officer and Treasurer
Date: February 9, 2023

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and it is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filing.