



NEWS RELEASE

# Brookdale Announces Offering of Tangible Equity Units

11/16/2022

NASHVILLE, Tenn., Nov. 16, 2022 /PRNewswire/ -- Brookdale Senior Living Inc. (NYSE: BKD) ("Brookdale" or the "Company") announced today that it has commenced a public offering of 2.5 million tangible equity units, with an aggregate stated amount of \$125.0 million. Each tangible equity unit will have a stated amount of \$50.00 and be comprised of a prepaid stock purchase contract and a senior amortizing note due November 2025, each issued by Brookdale. The tangible equity unit offering is a public offering made by means of a prospectus supplement under Brookdale's effective shelf registration statement. Brookdale's common stock is listed on the New York Stock Exchange under the symbol "BKD," and Brookdale intends to apply to list the tangible equity units on the New York Stock Exchange under the symbol "BKDT."

Brookdale intends to grant the underwriters of the offering a 30-day option to purchase up to an additional 375,000 tangible equity units.

Brookdale expects to use the net proceeds from the offering for general corporate purposes.

BofA Securities, Inc. and Barclays Capital Inc. are acting as joint book-running managers for the tangible equity unit offering. The offering of tangible equity units (including the component stock purchase contracts and senior amortizing notes) is being made pursuant to an effective shelf registration statement on Form S-3 filed with the Securities and Exchange Commission ("SEC"). The offering may only be made by means of the prospectus supplement relating to such offering and the accompanying prospectus. Copies of the prospectus supplement for the offering and the accompanying prospectus can be obtained when available by contacting BofA Securities, Inc.; Attn: Prospectus Department, 200 North College Street, 3rd floor, Charlotte, NC 28255-0001, or by telephone at (800) 294-1322, or by emailing [dg.prospectus\\_requests@bofa.com](mailto:dg.prospectus_requests@bofa.com) or Barclays Capital Inc.; c/o Broadridge

Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by telephone at (888) 603-5847, or by emailing [Barclaysprospectus@broadridge.com](mailto:Barclaysprospectus@broadridge.com).

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities (including the shares of Brookdale common stock into which the purchase contracts settle) and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

### Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to various risks and uncertainties and include all statements that are not historical statements of fact and those regarding Brookdale's intent, belief or expectations. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "may," "will," "could," "potential," "intend," "expect," "estimate," "believe," "plan," or other similar words or expressions, and include statements regarding the tangible equity units offering, the anticipated use of proceeds and other future events. These forward-looking statements are based on certain assumptions and expectations, and Brookdale's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Although Brookdale believes that expectations reflected in any forward-looking statements are based on reasonable assumptions, it can give no assurance that its assumptions or expectations will be attained, and actual results and performance could differ materially from those projected. Factors which could have a material adverse effect on Brookdale's operations and future prospects or which could cause events or circumstances to differ from the forward-looking statements include, but are not limited to, Brookdale's ability to consummate the offering of the tangible equity units within the timing and at the price that it anticipates; changes in the terms of the purchase contracts and senior amortizing notes; and the risks detailed from time to time in Brookdale's filings with the SEC, including those set forth in its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in such SEC filings. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect management's views as of the date of this press release. Brookdale cannot guarantee future results, levels of activity, performance or achievements, and, except as required by law, it expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

### About Brookdale Senior Living

Brookdale Senior Living Inc. is the nation's premier operator of senior living communities. The Company is committed to its mission of enriching the lives of the people it serves with compassion, respect, excellence and integrity. The Company operates independent living, assisted living, memory care, and continuing care retirement

communities. Through its comprehensive network, Brookdale helps to provide seniors with care and services in an environment that feels like home. The Company's expertise in healthcare, hospitality and real estate provides residents with opportunities to improve wellness, pursue passions and stay connected with friends and loved ones. Brookdale operates and manages 672 communities in 41 states as of September 30, 2022, with the ability to serve more than 60,000 residents. Brookdale's common stock trades on the New York Stock Exchange under the ticker symbol BKD. For more information, visit [brookdale.com](https://www.brookdale.com) or connect with Brookdale on **Facebook** or **Twitter**.

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