



Ventas to Support Atria Senior Living's Growth-Focused Capital Raise

December 20, 2017

CHICAGO--(BUSINESS WIRE)--Dec. 20, 2017-- Ventas, Inc. (NYSE: VTR) today announced the completion of a series of transactions with Atria Senior Living ("Atria"), one of its leading senior housing operating partners, under which Atria's management team has raised growth capital by selling 50 percent of their ownership in Atria's management business to Fremont Realty Capital ("Fremont"), the real estate private equity business unit of the Fremont Group, the investment office of the Bechtel family.

There is no change in Ventas's real estate ownership as a result of this transaction. The Atria management capital raise, which will support Atria's strategic growth, values Atria at a substantial increase compared to the 2012 transaction in which Ventas acquired 34 percent of the business. Ventas has made an additional investment in Atria to maintain its 34 percent ownership stake without dilution. Ventas will continue to have two representatives serve on Atria's board of directors and maintain certain other rights with respect to governance.

"We are delighted to support Atria's growth-focused capital raise for its management platform and welcome Fremont as an investor in Atria," said Debra A. Cafaro, Ventas Chairman and Chief Executive Officer. "Since we acquired substantially all of Atria's real estate in 2011, Atria's management business has nearly doubled in size. As a leading national senior care provider with an outstanding management team, Atria has significant growth potential. As Atria now takes the next step to enhance its scale and financial flexibility, the business will be well positioned for growth as a consolidator within a highly fragmented market."

Ms. Cafaro continued, "Fremont is an experienced investor and will be an excellent partner given its long-term investment horizon, and its focus on high-quality management teams in attractive businesses. This additional equity investment in Atria's management business is yet another example of the broad-based interest from investors of all types in excellent senior care providers."

"Ventas has been a supportive and invaluable partner in helping us grow our business, and this transaction puts our management business on a path for further growth and expansion," said John A. Moore, Atria Chairman and Chief Executive Officer. "We look forward to continuing to collaborate with Ventas in the years ahead as we mutually support each company's business goals."

Initially, proceeds of the current capital raise have been principally reinvested in Atria. The transactions will result in Ventas owning a 34 percent share of Atria's management services business with Atria senior executives and Fremont owning 33 percent each, respectively.

Since Ventas's initial acquisition of substantially all of Atria's real estate in 2011, Ventas has invested nearly \$3 billion of incremental capital in senior housing communities operated by Atria. Ventas currently owns 172 senior housing communities operated by Atria. Atria has increased the number of communities it manages on a long-term basis from 125 to over 200, doubling revenue under management since 2011.

About Ventas

Ventas, Inc., an S&P 500 company, is a leading real estate investment trust. Its diverse portfolio of more than 1,200 assets in the United States, Canada and the United Kingdom consists of seniors housing communities, medical office buildings, life science and innovation centers, inpatient rehabilitation and long-term acute care facilities, health systems and skilled nursing facilities. Through its Lillibridge subsidiary, Ventas provides management, leasing, marketing, facility development and advisory services to highly rated hospitals and health systems throughout the United States. References to "Ventas" or the "Company" mean Ventas, Inc. and its consolidated subsidiaries unless otherwise expressly noted. More information about Ventas and Lillibridge can be found at www.ventasreit.com and www.lillibridge.com.

About Atria Senior Living

Atria Senior Living is a leading operator of independent living, assisted living, supportive living and memory care communities in over 200 locations in 28 states and seven Canadian provinces. We are the residence of choice for more than 20,000 seniors, and the workplace of choice for more than 16,000 employees. We create vibrant communities where older adults can thrive and participate, know that their contributions are valued, and enjoy access to opportunities and support that help them keep making a positive difference in our world. For more information about Atria, visit us online at AtriaSeniorLiving.com.

About Fremont

Fremont Realty Capital is the real estate private equity business unit of the Fremont Group, the investment office of the Bechtel family of San Francisco. Since formation in 1997, Fremont Realty Capital has provided investors with superior risk-adjusted returns and value-creation through investments in non-traditional and traditional real estate sectors, both domestically and abroad. Our success results from a disciplined investment strategy, enduring relationships with best-in-class operating partners, and the collective experience of the firm's principals. The firm has made investments representing over 365 properties in 11 countries over 19 years totaling more than \$5 billion of total capitalization. For more information, visit FremontGroup.com/Fremont-Realty-Capital.

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding the Company's or its tenants', operators', borrowers' or managers' expected future financial condition, results of operations, cash flows, funds from operations, dividends and dividend plans, financing opportunities and plans, capital markets transactions, business strategy, budgets, projected costs, operating metrics, capital expenditures, competitive positions, acquisitions, investment opportunities, dispositions, merger or acquisition integration, growth opportunities, expected lease income, continued qualification as a real estate investment trust ("REIT"), plans and objectives of management for future operations and statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will" and other similar expressions are forward-

looking statements. These forward-looking statements are inherently uncertain, and actual results may differ from the Company's expectations. The Company does not undertake a duty to update these forward-looking statements, which speak only as of the date on which they are made.

The Company's actual future results and trends may differ materially from expectations depending on a variety of factors discussed in the Company's filings with the Securities and Exchange Commission. These factors include without limitation: (a) the ability and willingness of the Company's tenants, operators, borrowers, managers and other third parties to satisfy their obligations under their respective contractual arrangements with the Company, including, in some cases, their obligations to indemnify, defend and hold harmless the Company from and against various claims, litigation and liabilities; (b) the ability of the Company's tenants, operators, borrowers and managers to maintain the financial strength and liquidity necessary to satisfy their respective obligations and liabilities to third parties, including without limitation obligations under their existing credit facilities and other indebtedness; (c) the Company's success in implementing its business strategy and the Company's ability to identify, underwrite, finance, consummate and integrate diversifying acquisitions and investments; (d) macroeconomic conditions such as a disruption of or lack of access to the capital markets, changes in the debt rating on U.S. government securities, default or delay in payment by the United States of its obligations, and changes in the federal or state budgets resulting in the reduction or nonpayment of Medicare or Medicaid reimbursement rates; (e) the nature and extent of future competition, including new construction in the markets in which the Company's seniors housing communities and medical office buildings ("MOBs") are located; (f) the extent and effect of future or pending healthcare reform and regulation, including cost containment measures and changes in reimbursement policies, procedures and rates; (g) increases in the Company's borrowing costs as a result of changes in interest rates and other factors; (h) the ability of the Company's tenants, operators and managers, as applicable, to comply with laws, rules and regulations in the operation of the Company's properties, to deliver high-quality services, to attract and retain qualified personnel and to attract residents and patients; (i) changes in general economic conditions or economic conditions in the markets in which the Company may, from time to time, compete, and the effect of those changes on the Company's revenues, earnings and funding sources; (j) the Company's ability to pay down, refinance, restructure or extend its indebtedness as it becomes due; (k) the Company's ability and willingness to maintain its qualification as a REIT in light of economic, market, legal, tax and other considerations; (l) final determination of the Company's taxable net income for the year ending December 31, 2017; (m) the ability and willingness of the Company's tenants to renew their leases with the Company upon expiration of the leases, the Company's ability to reposition its properties on the same or better terms in the event of nonrenewal or in the event the Company exercises its right to replace an existing tenant, and obligations, including indemnification obligations, the Company may incur in connection with the replacement of an existing tenant; (n) risks associated with the Company's senior living operating portfolio, such as factors that can cause volatility in the Company's operating income and earnings generated by those properties, including without limitation national and regional economic conditions, costs of food, materials, energy, labor and services, employee benefit costs, insurance costs and professional and general liability claims, and the timely delivery of accurate property-level financial results for those properties; (o) changes in exchange rates for any foreign currency in which the Company may, from time to time, conduct business; (p) year-over-year changes in the Consumer Price Index or the UK Retail Price Index and the effect of those changes on the rent escalators contained in the Company's leases and the Company's earnings; (q) the Company's ability and the ability of its tenants, operators, borrowers and managers to obtain and maintain adequate property, liability and other insurance from reputable, financially stable providers; (r) the impact of increased operating costs and uninsured professional liability claims on the Company's liquidity, financial condition and results of operations or that of the Company's tenants, operators, borrowers and managers, and the ability of the Company and the Company's tenants, operators, borrowers and managers to accurately estimate the magnitude of those claims; (s) risks associated with the Company's MOB portfolio and operations, including the Company's ability to successfully design, develop and manage MOBs and to retain key personnel; (t) the ability of the hospitals on or near whose campuses the Company's MOBs are located and their affiliated health systems to remain competitive and financially viable and to attract physicians and physician groups; (u) risks associated with the Company's investments in joint ventures and unconsolidated entities, including its lack of sole decision-making authority and its reliance on its joint venture partners' financial condition; (v) the Company's ability to obtain the financial results expected from its development and redevelopment projects; (w) the impact of market or issuer events on the liquidity or value of the Company's investments in marketable securities; (x) consolidation activity in the seniors housing and healthcare industries resulting in a change of control of, or a competitor's investment in, one or more of the Company's tenants, operators, borrowers or managers or significant changes in the senior management of the Company's tenants, operators, borrowers or managers; (y) the impact of litigation or any financial, accounting, legal or regulatory issues that may affect the Company or its tenants, operators, borrowers or managers; and (z) changes in accounting principles, or their application or interpretation, and the Company's ability to make estimates and the assumptions underlying the estimates, which could have an effect on the Company's earnings.

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