

CNL Healthcare Properties' Merger with Sonida Senior Living

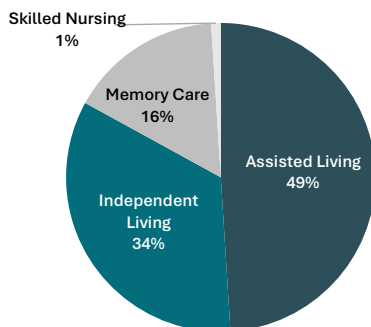
- On November 4, 2025, CNL Healthcare Properties (“CHP”) signed a definitive transaction agreement with Sonida Senior Living, Inc., a publicly traded company on the New York Stock Exchange (“NYSE”) trading under the ticker symbol “SNDA.”
- On March 11, 2026, CHP completed its merger with SNDA in a transaction valued at approximately \$1.8 billion. Shareholders will receive consideration in the form of \$2.32 in cash for each share of common stock, plus 0.1318 shares of SNDA common stock.
- CHP conducted two public offerings from June 27, 2011 through September 30, 2015, raising aggregate gross proceeds of approximately \$1.67 billion.

CHP was an externally managed, non-traded real estate investment trust (“REIT”) that was advised by an affiliate of CNL Financial Group, LLC. CHP conducted its initial public offering (“IPO”) between June 2011 and January 2015, and a follow-on public offering between February 2015 and September 2015, resulting in aggregate capital raised of approximately \$1.67 billion. As of December 31, 2025, CHP owned a portfolio of 69 senior housing properties across 26 states.

CHP’s investment portfolio previously included medical office buildings, post-acute care facilities and acute care hospitals. During its public offering, CHP stated that it expected to begin to consider alternatives for providing liquidity to its stockholders beginning seven years after the completion of its IPO (or January 2022). In 2017, CHP began evaluating possible strategic alternatives to provide liquidity to stockholders and formed a special committee of the board in April 2018, committing to a plan to sell 70 non-senior housing properties across the U.S, which was completed in 2022. Prior to these asset sales, CHP’s portfolio totaled approximately \$3.0 billion. CHP received approximately \$1.5 billion in net proceeds from the disposition of the non-senior housing properties and made a special cash distribution to stockholders of \$347.9 million (or \$2.00 per share). In connection with the process, the board voted to suspend the distribution reinvestment plan (“DRIP”) and share redemption program (“SRP”), effective as of July 2018, and both have remained suspended since that time.

In November 2025, CHP executed a definitive transaction agreement with SNDA and CHP shareholders approved the transactions contemplated by the agreement at the annual meeting on March 6, 2026. SNDA shareholders had previously approved the transaction at a special meeting held on February 26, 2026. Pursuant to the agreement, the exchange ratio for the consideration received by CHP shareholders was subject to an asymmetric two-way collar mechanism depending on the trading price of SNDA common stock during a ten-day measurement period ending two business days prior to the ultimate closing date of the transaction; all shares received by stockholders are freely tradeable and transferable immediately upon receipt. SNDA and CHP completed the merger on March 11, 2026, creating the eighth largest owner of senior living assets in the United States with a portfolio of 153 independent living, assisted living and memory care senior living communities.

SNDA Post-Merger Combined Portfolio



The total consideration of approximately \$1.8 billion (or \$7.22 per share) was estimated based on an exchange ratio of 0.1318 shares of SNDA common stock and the closing price on March 10, 2026. The final estimated consideration exceeded CHP's estimated net asset value per share of \$6.90 calculated as of November 4, 2025, which was equal to the original aggregate estimated transaction consideration pursuant to the merger agreement. The following table presents a summary of estimated hypothetical returns for CHP investors in connection with the transaction, assuming an exit on the merger date of March 11, 2026, based on the estimated consideration of \$7.22 and approximately \$6.14 and 0.1175 shares in total distributions paid since inception:

	Investment Date	Hold Period (Years)	Total Return	Annualized Return	XIRR
Hypothetical Exit based on Estimated Consideration on Merger Date (\$7.22)					
Initial Investor					
DRIP Participant	10/5/2011	14.4	57.84%	4.01%	3.76%
Non-DRIP	10/5/2011	14.4	49.22%	3.41%	3.96%
Final Investor					
DRIP Participant	9/30/2015	10.4	13.31%	1.27%	1.48%
Non-DRIP	9/30/2015	10.4	11.85%	1.13%	1.47%

Sources:

- o SEC Company Filings for [CNL Healthcare Properties, Inc.](#)
- o SEC Company Filings for [Sonida Senior Living, Inc.](#)
- o [Business Wire](#), *Sonida Senior Living Completes \$1.8 Billion Strategic Merger with CNL Healthcare Properties, Inc.*
- o [Business Wire](#), *Sonida Senior Living Announces Strategic Merger with CNL Healthcare Properties, Inc. in a Stock and Cash Transaction Valued at Approximately \$1.8 Billion, Creating \$3 Billion Pure-Play Senior Housing Owner-Operator*

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