

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ I. R. C. SECTIONS
301 (c) (2), 301 (d), 302, 305 (c) and 317

18 Can any resulting loss be recognized? ▶ SEE STATEMENT 1

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE STATEMENT 1

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ Tymater Date ▶ 1/15/18

Print your name ▶ Tonya L Mater Title ▶ VP & CAO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
MICHAEL B. ROOS	<u>Mich B. Roos</u>	1/15/18		P00642825
Firm's name ▶	Firm's EIN ▶			
KPMG LLP	13-5565207			
Firm's address ▶			Phone no.	
1000 WALNUT ST., SUITE 1000, KANSAS CITY, MO 64106			816-802-5200	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

EPR PROPERTIES**EIN: 43-1790877****STATEMENT ATTACHED TO FORM 9937****YEAR ENDED DECEMBER 31, 2017****PART I:**

SHARE TYPE	BOX 10: CUSIP NUMBER	BOX 12: TICKER SYMBOL
COMMON	26884U-10-9	EPR
PREFERRED CLASS C	26884U-20-8	EPR PrC
PREFERRED CLASS E	26884U-30-7	EPR PrE
PREFERRED CLASS F	26884U-40-6	EPR PrF

PART II:QUESTION 14:

EPR PROPERTIES MADE CASH DISTRIBUTIONS TO ITS COMMON SHAREHOLDERS FOR THE 2017 TAX YEAR. A PORTION OF THESE DISTRIBUTIONS REPRESENTS A RETURN OF CAPITAL. THE COMMON DISTRIBUTIONS WERE PAID ON JANUARY 16, 2017, FEBRUARY 15, 2017, MARCH 15, 2017, APRIL 17, 2017, MAY 15, 2017, JUNE 15, 2017, JULY 17, 2017, AUGUST 15, 2017, SEPTEMBER 15, 2017, OCTOBER 16, 2017, NOVEMBER 15, 2017 AND DECEMBER 15, 2017.

THE COMPANY ALSO MADE DISTRIBUTIONS TO ITS PREFERRED CLASS C AND PREFERRED CLASS E SHAREHOLDERS FOR THE 2017 TAX YEAR, A PORTION OF WHICH WERE DEEMED DISTRIBUTIONS (NON-CASH) UNDER IRC SECTION 305(c). THE DEEMED DISTRIBUTIONS WILL INCREASE THE PREFERRED SHAREHOLDERS' TAX BASIS IN THE PREFERRED STOCK. ADDITIONALLY, ANY RETURN OF CAPITAL ASSOCIATED WITH THE DEEMED DISTRIBUTIONS WILL REDUCE THE PREFERRED SHAREHOLDERS' TAX BASIS IN THE PREFERRED STOCK. CASH DISTRIBUTIONS ASSOCIATED WITH THE PREFERRED CLASS C AND CLASS E SERIES WERE PAID ON JANUARY 16, 2017, APRIL 17, 2017, JULY 17, 2017 AND OCTOBER 16, 2017. DEEMED DISTRIBUTIONS ASSOCIATED WITH THE PREFERRED CLASS C WERE MADE ON SEPTEMBER 29, 2017 AND DECEMBER 31, 2017. A DEEMED DISTRIBUTION ASSOCIATED WITH THE CLASS E WAS MADE ON DECEMBER 31, 2017.

ON DECEMBER 21, 2017, THE COMPANY REDEEMED ALL OF ITS OUTSTANDING SHARES OF PREFERRED CLASS F AT A REDEMPTION PRICE OF \$25.299045 PER SHARE. THE REDEMPTION PRICE WAS THE SUM OF THE \$25.00 PER SHARE LIQUIDATION PREFERENCE, PLUS \$0.299045 PER SHARE, THE AMOUNT EQUAL TO ALL ACCUMULATED AND UNPAID DIVIDENDS UP TO, BUT NOT INCLUDING, THE REDEMPTION DATE. THE REDEMPTION NOTICE WAS ISSUED ON NOVEMBER 21, 2017.

QUESTION 15:

THE BASIS OF THE COMMON SHARES SHOULD BE REDUCED BY 6.801741% OF THE TOTAL DISTRIBUTION RECEIVED.

THE BASIS OF THE PREFERRED CLASS C SHARES SHOULD BE INCREASED BY THE AMOUNTS PER SHARE IN COLUMN (C) OF THE FOLLOWING TABLE:

(A): EFFECTIVE DATE	(B): TOTAL DEEMED DISTRIBUTION PER SHARE	(C): TAXABLE DEEMED DISTRIBUTION PER SHARE
SEPTEMBER 29, 2017	\$0.360880	\$0.276342
DECEMBER 31, 2017	\$0.130920	\$0.100251

THE BASIS OF THE PREFERRED CLASS E SHARES SHOULD BE INCREASED BY THE AMOUNTS PER SHARE IN COLUMN (C) OF THE FOLLOWING TABLE:

(A): EFFECTIVE DATE	(B): TOTAL DEEMED DISTRIBUTION PER SHARE	(C): TAXABLE DEEMED DISTRIBUTION PER SHARE
DECEMBER 31, 2017	\$0.261836	\$0.152456

EACH HOLDER OF PREFERRED CLASS F SHARES THAT WERE REDEEMED AS DISCLOSED IN RESPONSE TO QUESTION 14 ABOVE TAKES THE HOLDER'S BASIS INTO ACCOUNT IN DETERMINING THE GAIN OR LOSS RESULTING FROM THE HOLDER'S DEEMED SALE OF PREFERRED CLASS F SHARES PURSUANT TO THE REDEMPTION. THE REDEMPTION WILL BE TREATED AS A SALE OR EXCHANGE WITHIN THE MEANING OF IRC SECTION 302(b) IF IT (1) IS "NOT ESSENTIALLY EQUIVALENT TO A DIVIDEND" WITH RESPECT TO THE HOLDER, (2) IS "SUBSTANTIALLY DISPROPORTIONATE" WITH RESPECT TO THE HOLDER; OR (3) RESULTS IN A "COMPLETE" REDEMPTION" OF THE HOLDER'S SHARE INTEREST IN THE COMPANY. IN DETERMINING WHETHER ANY OF THESE TESTS HAVE BEEN MET, DEPOSITORY SHARES OF ANY CLASS OF STOCK CONSIDERED TO BE OWNED BY THE HOLDER BY REASON OF CERTAIN CONSTRUCTIVE OWNERSHIP RULES SET FORTH IN THE IRC, AS WELL AS DEPOSITORY SHARES ACTUALLY OWNED BY THE HOLDER MUST GENERALLY BE TAKEN INTO ACCOUNT. IF A PARTICULAR HOLDER OF DEPOSITORY SHARES OWNS (ACTUALLY OR CONSTRUCTIVELY) NO COMMON SHARES OF THE COMPANY, OR AN INSUBSTANTIAL PERCENTAGE OF OUTSTANDING COMMON SHARES OF THE COMPANY, A REDEMPTION OF SHARES OF THAT HOLDER IS LIKELY TO QUALIFY FOR SALE OR EXCHANGE TREATMENT UNDER IRC SECTION 302(b). HOWEVER, BECAUSE THE DETERMINATION AS TO WHETHER ANY OF THE ALTERNATIVE TESTS OF IRC SECTION 302(b) WILL BE SATISFIED WITH RESPECT TO ANY PARTICULAR HOLDER DEPENDS ON THE FACTS AND CIRCUMSTANCES AT THE TIME THAT THE DETERMINATION MUST BE MADE, HOLDERS ARE ADVISED TO CONSULT WITH THEIR OWN TAX ADVISORS TO DETERMINE SUCH TAX TREATMENT.

QUESTION 16:

THE RETURN OF BASIS ON COMMON SHARES REPRESENTS CASH DISTRIBUTIONS DURING THE 2017 TAX YEAR WHICH ARE IN EXCESS OF THE CURRENT AND ACCUMULATED EARNINGS AND PROFITS ALLOCABLE TO THE COMMON SHARES.

THE TAX BASIS ON THE PREFERRED SERIES C AND PREFERRED SERIES E SHARES IS INCREASED BY DEEMED DISTRIBUTIONS ASSOCIATED WITH INCREASED CONVERSION ADJUSTMENTS UNDER IRC SECTION 305(c). THE VALUES OF THE DEEMED

DISTRIBUTIONS ARE BASED ON THE MARKET VALUES OF THE INCREASED NUMBER OF COMMON SHARES AVAILABLE TO THE PREFERRED SHAREHOLDERS UPON A CONVERSION TO COMMON STOCK. THE AMOUNT OF THE DEEMED DISTRIBUTIONS WERE CALCULATED BASED ON THE CLOSING PRICE OF THE COMMON SHARES ON THE DAYS THE CONVERSION RATE CHANGES BECAME EFFECTIVE. FOR THE SERIES C, THAT WAS SEPTEMBER 29, 2017 AND DECEMBER 31, 2017 AND FOR THE SERIES E THAT WAS DECEMBER 31, 2017.

THE TAX BASIS ON THE PREFERRED SERIES C AND PREFERRED SERIES E SHARES IS DECREASED BY THE PORTION OF THE DEEMED DISTRIBUTIONS WHICH HAS BEEN DETERMINED TO NOT BE OUT OF CURRENT AND ACCUMULATED EARNINGS AND PROFITS, AND IS THUS A RETURN OF CAPITAL.

THE NET EFFECT OF THE INCREASING AND DECREASING ADJUSTMENTS TO THE BASIS OF THE PREFERRED SERIES C AND PREFERRED SERIES E SHARES IS THE TAXABLE DEEMED DISTRIBUTION PER SHARE, AS SHOWN IN COLUMNS C IN THE TABLES UNDER QUESTION 15.

EACH HOLDER OF PREFERRED CLASS F SHARES THAT WERE REDEEMED AS DISCLOSED IN RESPONSE TO QUESTION 14 ABOVE IS TREATED AS HAVING SOLD THE HOLDER'S REDEEMED PREFERRED CLASS F SHARES IN EXCHANGE FOR THE CASH RECEIVED. EACH SUCH HOLDER SHOULD DETERMINE GAIN OR LOSS FROM SUCH DEEMED SALE BASED ON THE HOLDER'S TAX BASIS IN THE REDEEMED PREFERRED CLASS F SHARES AND THE AMOUNT RECEIVED THEREFOR. THE COMPANY ENCOURAGES HOLDERS TO CONSULT WITH THEIR TAX ADVISORS AS TO THEIR INDIVIDUAL ADJUSTED TAX BASIS IN THE REDEEMED SHARES AND THE SPECIFIC TAX TREATMENT.

QUESTION 18:

YES, WITH RESPECT TO THE HOLDERS OF THE PREFERRED CLASS F SHARES THAT WERE REDEEMED AS DISCLOSED IN RESPONSE TO QUESTION 14 ABOVE. A TAX LOSS MAY BE RECOGNIZED BY ANY SUCH HOLDER IF SUCH HOLDER'S ADJUSTED TAX BASIS IN THE REDEEMED PREFERRED CLASS F SHARES EXCEEDS THE AMOUNT RECEIVED THEREFOR.

QUESTION 19:

THE DATE OF THE REDEMPTION OF THE PREFERRED CLASS F SHARES DISCLOSED IN RESPONSE TO QUESTION 14 ABOVE WAS DECEMBER 21, 2017, AND THE REDEMPTION WAS ANNOUNCED ON NOVEMBER 21, 2017.