

Adopted on February 3, 2015 and amended through June 3, 2020

**CORPORATE GOVERNANCE GUIDELINES
of
GENESIS HEALTHCARE, INC.**

Genesis Healthcare, Inc. (the “*Company*”) operates within a comprehensive plan of corporate governance for the purpose of defining responsibilities, setting high standards of professional and personal conduct and assuring compliance with such responsibilities and standards. The Company regularly monitors developments in the area of corporate governance. The Company is committed to good business practices, transparency in financial reporting and the highest level of corporate governance.

The Company has adopted a set of Corporate Governance Guidelines, including a policy regarding stockholder communication with non-management members of the Board of Directors (the “*Board*”), as well as specifications for director qualification and responsibility.

The Board

Role of Board and Management

The Company’s business is conducted by its employees, managers and officers, under the direction of the chief executive officer and the oversight of the Board, to enhance the long-term value of the company for its stockholders. The Board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. Both the Board and management recognize that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other persons with a stake in the Company and interested parties including patients, employees, physicians, clinicians, recruits, customers, suppliers, the community, government officials and the public at large.

Director Qualification Standards

The Nominating, Corporate Governance, Quality and Compliance Committee (the “*Governance Committee*”) is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including the factors specified in the Charter of the Governance Committee. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Governance Committee also considers the director’s past attendance at meetings, participation in and

contributions to the activities of the Board and whether the director continues to meet the aforementioned criteria for Board candidates.

Directors who do not satisfy the Company's independence definition should be determined to be able to make valuable contributions to the Board and to the Company by reason of their experience and wisdom.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the Board for an extended period of time. Directors should offer their resignation in the event of any significant change in their personal circumstances, including change in their principal job responsibilities, that impairs their ability to devote sufficient time to carrying out their Board duties and responsibilities effectively.

Limitations on Other Board Service

Members of the Board should not serve on the boards of directors of more than four other public companies at the same time as they are serving on the Board, unless the Board determines that such simultaneous service does not impair the individual's ability to serve on the Board and such determination is disclosed in the Company's proxy statement.

Members of the Audit Committee should not serve on the audit committees of the boards of directors of more than two other public companies at the same time as they are serving on the Audit Committee, unless the Board determines that such simultaneous service does not impair the individual's ability to serve on the Audit Committee and such determination is disclosed in the Company's proxy statement.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- (1) overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- (2) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- (3) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;

- (4) reviewing and, where appropriate, approving major changes in, and determinations under the Company's Corporate Governance Guidelines, Code of Conduct and other Company policies;
- (5) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- (6) assessing major risks facing the Company and reviewing options for their mitigation;
- (7) providing counsel and oversight on the selection, evaluation and development of principal senior executives; and
- (8) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations, and ensuring that the integrity of relationships with patients, suppliers and other stockholders is maintained.

Chairman; Lead Independent Director

The Board will periodically appoint a Chairman of the Board (the "Chairman") with the approval of a majority of the directors then in office or as otherwise provided in the Company's Bylaws. Both management directors and non-management directors, including the CEO, are eligible for appointment as the Chairman. If the Chairman is an Independent Director, the Chairman shall serve as the "Lead Independent Director." If the Chairman is not an Independent Director, one of the Independent Directors will be designated by a majority of the Independent Directors to be the Lead Independent Director. The Lead Independent Director will be responsible for periodically scheduling and conducting separate meetings of the Independent Directors, and coordinating the activities of the Independent Directors, providing input into agendas for Board meetings and performing various other duties as may be appropriate, including advising the Chairman. The Lead Independent Director will also participate in connection with the scheduling of Board meetings.

Director Independence Standards

The Board performs an analysis, at least annually, as to whether each member of the Board is independent under the definition of independence as described under the New York Stock Exchange (the "NYSE") Listed Company Manual Section 303A.02 in effect at the time of the Board's analysis. The Board and its committees shall at all times comply with the independence requirements described in the NYSE Listed Company Manual.

For a director to be considered independent, the Board must determine that the director does not have any direct or indirect material relationship with the Company. The Board will consider all relevant facts and circumstances in making an independence determination, and not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation.

The Board will make and publicly disclose its independence determination for each director when the director is first elected to the Board and annually thereafter for all nominees for election as directors.

Size of Board and Selection Process

Each year, at the annual meeting of stockholders, directors shall be elected for a full term to succeed the directors whose terms expire at such annual meeting, in accordance with the Company's Certificate of Incorporation.

The Board determines the number of directors from time to time by resolutions adopted by majority vote. If the number of directors is decreased, in no case will the decrease shorten the term of any incumbent director.

Stockholders may propose nominees for consideration by the Governance Committee in accordance with the Company's Bylaws and applicable law.

Committees of the Board

The Board has established three standing committees comprised of members of the Board to assist the Board in discharging its responsibilities: (i) the Audit Committee; (ii) the Compensation Committee and (iii) the Governance Committee. The current charters and key practices of these committees are published on the Company's website and will be mailed to stockholders upon written request. The Board has also established an Executive Committee. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees. The committees may occasionally hold meetings in conjunction with the full Board.

Compensation

The Company's executive officers shall not receive additional compensation for their service as directors. Senior management of the Company will report once a year to the Governance Committee regarding the status of the Company's non-management director compensation in relation to other U.S. companies of comparable size and the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's non-management directors, including any charitable contributions by the Company to organizations in which a non-management director is involved. Following a review of the report, the Governance Committee will recommend any changes in non-management director compensation to the Chairman of the Board, which changes will be approved or disapproved by the Board after a full discussion.

Members of the Audit Committee may not receive any compensation from the Company other than for their service on the Board and its committees.

Related Party Transactions

As provided in the Company's Related Party Transaction Policy and Procedures, the Company gives careful attention to its review and disclosure of "related party" transactions between the Company and its directors, executive officers or owners of more than 5% of any class of the Company's securities. The Audit Committee shall review the Company's Related Party Transaction Policy and Procedures on an annual basis and submit any recommended changes to the Board for its consideration. Existing related party transactions are reviewed by the Audit Committee on an annual basis with the goals of ensuring that such transactions are being pursued in accordance with all of the understandings and commitments made at the time they were previously approved and ensuring that payments being made with respect to such transactions are appropriately reviewed and documented.

Newly proposed related party transactions are fully and carefully reviewed by the Audit Committee of the Board for evaluation and approval. The Audit Committee has the authority to hire and consult with outside financial, legal and other advisors as it deems appropriate in its evaluation of any such proposed transactions. The information provided to the directors reviewing a transaction must be sufficiently comprehensive so that the Audit Committee can reach informed decisions about related party transactions.

In addition, the Board takes active measures to ensure that the entities providing these related party services are being held to the same standards the Company would demand of unaffiliated third-party service providers and there is a clear and articulable reason for procuring the service from a related party.

Stockholder Communication with the Board

The Company provides a process for stockholders to send communications to the Board, the non-management members as a group, or any of the directors individually. Stockholders may contact any of our directors, including our non-management directors, by writing to them c/o Office of the General Counsel, Genesis Healthcare, Inc., 101 East State Street, Kennett Square, PA 19348 or by email at LawDepartment@Genesishcc.com or by telephone at (610) 925-2000. The Lead Independent Director, with the assistance of the Company's internal legal department, will be primarily responsible for monitoring communications from stockholders and providing copies of such communications to the other directors as he or she considers appropriate. Communications will be forwarded to all directors if they relate to substantive matters and include suggestions or comments that the Lead Independent Director considers to be important for the directors to consider. All communications will be compiled by the Office of the General Counsel and submitted to the Board or the individual directors on a periodic basis.

Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters and pursuant to applicable law. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

Board Orientation and Continuing Education of Board Members

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Conduct, Corporate Governance Guidelines, principal officers, internal auditors and independent auditors.

The Company will make available to directors continuing education programs, and each director is expected to participate in such programs from time to time, as the Board determines desirable.

Annual Self-Evaluation

The Governance Committee will oversee an annual assessment by the Board of the Board's performance. The Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Corporate Governance Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

Each committee will evaluate its own performance on an annual basis, including its compliance with its charter.

Board Meetings

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of non-management directors and the independent directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting in person is expected to notify the Chairman of the Board or the Chairman of the appropriate

committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference, videoconference or such other method as allowed by the Chairman.

In furtherance of our objective to provide investors with open lines of communication to the directors, the Company has adopted a policy that directors will make reasonable efforts to attend annual meetings of stockholders. Directors' attendance at annual meetings can provide investors with an opportunity to communicate with directors about issues affecting the company. In addition, the Company discloses in its annual meeting proxy statement the number of directors who attend the annual meetings.

Executive Sessions of Independent Directors

The non-management directors (within NYSE rules) generally should meet regularly during the year in scheduled executive sessions. In the event the non-management directors include any director who is not an independent director (within NYSE rules), the independent directors will, in addition, meet at least once in each year in an executive session.

Setting Board Agenda

The Chairman and chief executive officer will have primary responsibility for preparing the agenda for each meeting and arranging for it to be sent in advance of each meeting to the directors. Directors are encouraged to make suggestions for agenda items, or additional pre-meeting materials, to the chief executive officer, the Chairman of the Board or appropriate committee chair at any time.

Attendance at Board and Committee Meetings

Appropriate officers and others may be invited by the Chairman, the CEO or, if different from the Chairman, the Lead Independent Director to attend the general session of the regular meetings of the Board or by the Lead Independent Director to attend executive sessions of the Independent Directors, or by the chair of each committee to attend meetings of that committee.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

Leadership Development

Annual Review of Chief Executive Officer

The Compensation Committee, with input from the chief executive officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the chief executive officer's next annual performance evaluation. At the end of each year, the chief executive officer shall make a presentation or furnish a written report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, with the chief executive officer absent, the Compensation Committee shall meet to review the chief executive officer's performance and report its findings to the Board. The results of the review and evaluation shall be communicated to the chief executive officer by the Chairman of the Board and the Chairman of the Compensation Committee.

Succession Planning

The Governance Committee works on a periodic basis with the chief executive officer to review, maintain and revise, if necessary, the Company's succession plan upon the retirement of the chief executive officer or other senior executives and in the event of an unexpected occurrence. The Governance Committee shall report annually to the Board on succession planning for the chief executive officer and senior executives, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Governance Committee, on a continuing basis, the chief executive officer's recommendations regarding his or her successor should he or she be unexpectedly disabled.
