

GENESIS HEALTHCARE, INC.
NOMINATING, CORPORATE GOVERNANCE, QUALITY AND COMPLIANCE
COMMITTEE CHARTER

Adopted on February 3, 2015 and amended through June 5, 2019

I. Purpose

The purpose of the Nominating, Corporate Governance, Quality and Compliance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Genesis Healthcare, Inc. (the “**Company**”) is to assist the Board in discharging the Board’s responsibilities regarding:

1. the identification of qualified candidates to become Board members, consistent with criteria approved by the Board;
2. the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected), which selections shall be consistent with the applicable qualifications to serve on the Board and the Board’s criteria for selecting new directors as such qualifications and criteria may be established by the Board from time to time;
3. the selection of candidates to fill any vacancies on the Board;
4. ensuring the ongoing commitment of the Company and its subsidiaries to compliance with applicable healthcare laws, regulations, professional standards, industry guidelines and the respective policies and procedures of the Company and its subsidiaries that support and enhance the quality of care provided by subsidiaries of the Company;
5. oversight of the evaluation of the board;
6. considering annually non-management director compensation and recommending any changes to the Board for its consideration and approval.
7. the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “**Corporate Governance Guidelines**”); and
8. the review of compliance with the Company’s Code of Conduct.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and applicable law. The powers and responsibilities delegated by the Board to the

Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of three or more directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. In accordance with the rules of the New York Stock Exchange (the "NYSE"), all Committee members shall meet the NYSE's independence requirements.

The members of the Committee, including the Chair of the Committee (the "**Chair**"), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. *Recommendation and Removal of Directors*
 - (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to possess the skills and attributes relevant to the perceived needs of the Board at that time and otherwise satisfy the criteria and qualifications established by the Board from time to time.
 - (b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be qualified and willing and available to serve.
 - (c) The Committee shall review and evaluate any stockholder nomination of an individual for election to the Board, including, without limitation, by considering whether such nomination has been made in accordance with the Company's bylaws and applicable law, and taking all actions, and making all determinations and recommendations, in connection with such nomination as the Committee in its discretion shall deem necessary or advisable.
 - (d) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, including the criteria that are highlighted by the Board's annual self-evaluation, in recommending candidates for election to the Board:
 - (i) personal and professional integrity, ethics and values;
 - (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
 - (iii) experience in the Company's industry;
 - (iv) experience as a board member of another publicly held company;
 - (v) academic expertise in an area of the Company's operations;
 - (vi) diversity of industry experience, gender, ethnicity and other diversity-related factors the Committee may deem appropriate; and
 - (vii) practical and mature business judgment, including ability to make independent analytical inquiries.

- (e) The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed, then the nomination or appointment of such directors shall be governed by such requirements.
- (f) The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.
- (g) In appropriate circumstances, the Committee, in its discretion, may consider and recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation, bylaws and Corporate Governance Guidelines.
- (h) The Committee shall identify qualified members of the Board to serve on each Board committee and to serve as chairman thereof and recommend each such member and chairman to the Board. The Committee shall recommend removal of members of the committees to the Board, as it determines necessary or appropriate. The Committee shall, when applicable, make recommendations to the Board for the creation of ad hoc additional committees of the Board.

2. *Review of Quality of Care Compliance and Standards.* The Committee shall have the duty and responsibility, with regard to the quality of care provided by Company affiliates, to:

- (a) Periodically review summaries of the outcomes of state and federal licensing, certification and other surveys (internal and external) and inspections;
- (b) Periodically review information regarding implementation of clinical initiatives and programs;
- (c) Receive management updates and information regarding significant changes in the industry and regulatory environment that impact the quality of care provided;
- (d) Receive management updates on the system for affiliates to respond to federal, state, and internal reports of quality of care issues and review periodically whether such system functions adequately; and
- (e) Meet periodically with the Company's clinical leadership to evaluate performance with regard to the provision of quality care.

3. *Review of Compliance with Applicable Laws, Regulations, Professional Standards, Industry Guidelines and Policies.* The Committee shall have the duty and responsibility, with regard to compliance matters, to:

- (a) Review the appointment, replacement, reassignment or dismissal of the Chief Compliance Officer;
- (b) Have direct and open communication with the Chief Compliance Officer and other members of management;
- (c) Meet with the Chief Compliance Officer, management and legal counsel in separate private sessions as the Committee deems necessary;
- (d) Review with the Company's Compliance Officer the internal systems and controls of the Company and its affiliates to carry out their respective policies and procedures relating to legal compliance matters and ethics;
- (e) Review with the Company's Compliance Officer the Company's education of employees regarding compliance matters, including the Code of Conduct and other compliance matters;
- (f) Review the procedures for (i) the receipt, retention and treatment of complaints received regarding compliance related matters (other than accounting, internal accounting controls and auditing matters, which are to be addressed by the Audit Committee); and (ii) the confidential, anonymous submission by affiliate employees that concern compliance and ethical issues (other than accounting, internal accounting controls and auditing matters);
- (g) Review with the Company's Compliance Officer compliance issues brought to the Company's attention (other than accounting, internal accounting controls and auditing matters) and the results of any internal investigations initiated in response to such compliance issues;
- (h) Review with the Company's General Counsel legal matters that may have a material impact on compliance status and any material inquiries or reports from regulators or governmental agencies; and
- (i) Investigate, or ask the General Counsel to investigate, any matter brought to the attention of the Committee within the scope of its duties, and obtain legal advice for this purpose, if, in its judgment, that is appropriate.

4. *Annual Reviews*

- (a) The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.
- (b) The Committee shall oversee the Board in the Board's annual review of its performance (including its composition, organization and review of the

performance of management), and will make appropriate recommendations to improve performance. The Committee will establish the evaluation criteria and implement the process for such evaluation, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board.

- (c) The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
- (d) The Committee shall oversee each of the Board's committees in its respective annual self-evaluation.
- (e) The Committee shall annually consider information regarding the compensation paid to non-management Board members and recommend any changes to the Board for its consideration and approval.

5. *Corporate Governance*

- (a) Review and evaluate, on an annual basis, the leadership structure of the Board, including whether the same person should serve as both Chief Executive Officer and Chairman of the Board.
- (b) The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter and the charters of the Company's other committees.
- (c) The Committee shall develop and recommend to the Board the Corporate Governance Guidelines, and such revisions thereto as may be appropriate from time to time.
- (d) The Committee shall develop and recommend to the Board the Code of Conduct, and such revisions thereto as may be appropriate from time to time.
- (e) The Committee shall periodically report to the Board on its findings and actions.
- (f) The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.