

## GENESIS HEALTHCARE, INC.

### COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter was adopted by the Board of Directors (the “*Board*”) of Genesis Healthcare, Inc. (the “*Company*”) on February 3, 2015, amended and restated as of September 7, 2016 and amended and restated as of June 5, 2019.

#### I. Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the Board of the Company is (1) to discharge the Board’s responsibilities relating to compensation of the Company’s executives, including by designing (in consultation with management or the Board), recommending to the Board for approval and evaluating the compensation plans, policies and programs of the Company and (2) to produce an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

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. 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 at least three directors as determined by the Board, none of whom shall be an employee of the Company. All of the directors serving on the Committee shall be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “*1934 Act*”). 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 on the recommendation of the Nominating, Corporate Governance, Quality and Compliance Committee. 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, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain (or obtain the advice of) and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate. For the avoidance of doubt, the Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. Prior to engaging a compensation consultant, independent legal counsel or other adviser, the Committee shall evaluate whether any work provided by the Committee's compensation consultant will raise a conflict of interest and shall consider the factors listed under Exchange Act Rule 10C-1(b)(4)(i) through (vi) in making such determination. If the Company ceases to be a "controlled company" as defined in NYSE rules, the Company shall comply with any applicable NYSE listing standards regarding the assessment, selection, retention, oversight and funding of such compensation and benefits consultants, independent counsel, experts and other advisors. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

### **IV. Duties and Responsibilities**

The Committee shall:

1. At least annually, review the compensation philosophy of the Company to ensure it promotes stockholder interests, supports the Company's strategic objectives, and provides appropriate rewards and incentives for management and employees of the Company, including a review and periodic assessment of the material risks associated with the Company's compensation structure, policies and programs generally for all employees.

2. At least annually, review and approve corporate goals and objectives relating to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives and determine and approve the compensation of the chief executive officer based on such evaluation. In determining the long-term incentive component of the chief executive officer's compensation, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's chief executive officer in past years. The Committee shall have sole authority to determine the chief executive officer's compensation.

3. At least annually, review and approve all compensation for all other officers (as such term is defined in Rule 16a-1 promulgated under the 1934 Act, together with the chief executive officer, the "Executive Officers").

4. Review and approve all Executive Officers' employment agreements and severance arrangements.

5. Periodically review all annual bonus, long-term incentive compensation, stock option, employee pension and welfare benefit plans (including 401(k), employee stock purchase plan, restricted stock plan, long-term incentive plan, management incentive plan and others), and with respect to each plan shall have responsibility for:

- (i) general oversight of plan administration;
- (ii) setting performance targets under all Executive Officer annual bonus and long-term incentive compensation plans, as appropriate;
- (iii) certifying that any and all performance targets used for any Executive Officer performance-based compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
- (iv) approving the adoption of, all amendments to, and terminations of, all Executive Officer compensation plans and any awards under such plans.
- (v) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to Executive Officers or current employees with the potential to become the CEO or an Executive Officer, including stock options and other equity rights (*e.g.*, restricted stock, stock purchase rights);
- (vi) approving which Executive Officers are entitled to awards under the Company's stock option plan(s);
- (vii) repurchasing securities from terminated employees; and
- (viii) with respect to annual bonus and long-term incentive compensation plans for non-Executive Officer employees, reviewing the structure and potential payouts under such plans prior to their adoption and reviewing achievement of performance targets, as appropriate, prior to the payment of such compensation.

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated. In connection with any plan review, the Committee can request any reports or other information it deems necessary and appropriate.

6. Make recommendations to the Board with respect to any Executive Officer incentive-compensation plans or equity-based plans that the Committee is not otherwise authorized to approve and which remain subject to Board approval.

7. Periodically review policies concerning Executive Officer perquisite benefits.

8. Oversee, administer, review and revise, as appropriate, the Company's policy with respect to clawback or recoupment of certain incentive compensation.

9. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

10. Determine the Company's policy with respect to change of control or "parachute" payments.

11. Review and recommend to the Board for inclusion in the Company's annual proxy statement proposals related to executive compensation, as required to be included under applicable law.

12. Prepare and approve or cause to be prepared and approved the Compensation Committee report and the Compensation Discussion and Analysis section to be included as part of the Company's annual proxy statement or annual report on Form 10-K.

13. Evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including 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.

14. Review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

15. Review the Company's compensation programs at least annually as they relate to risk management and risk-taking incentives and assess whether such programs are reasonably likely to have a material adverse effect on the Company.

16. Perform such other functions as are required pursuant to applicable law, including applicable rules and regulations of the NYSE and Securities and Exchange Commission.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a qualified designee, except that it shall not delegate its responsibilities set forth in paragraphs 2 and 3 of Section IV above.

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