

GENESIS HEALTHCARE, INC.
EXECUTIVE COMMITTEE CHARTER

Adopted: June 6, 2018, to be effective as of March 6, 2018

I. Purpose

The purpose of the Executive Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Genesis Healthcare, Inc. (the “**Company**”) is to (i) assist the Board in its oversight role regarding the review of the Company’s operations, transactional opportunities, strategic alternatives, strategic plan, portfolio management and similar matters (collectively, the “**Strategic Matters**”), and (ii) provide advice to the Company’s Chief Executive Officer with respect to Strategic Matters.

II. Duties and Responsibilities

1. The Committee shall act as a sounding board for the Chief Executive Officer on Strategic Matters and provide advice to the Chief Executive Officer in connection therewith.
2. As may be appropriate from time to time, the Committee may recommend that the Board approve certain actions that address Strategic Matters.
3. For the avoidance of doubt, the Committee shall not have the power or authority to authorize any action on behalf of the Board or the Company, with all such power and authority being retained by the Chief Executive Officer and/or the Board, as appropriate.
4. The Committee shall have the authority to engage any independent legal, financial or other advisors.
5. The Chair shall report to the Board regarding the activities of the Committee at Board meetings and as otherwise requested by the Chairman of the Board or a majority of the Board, as appropriate.

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, provided that the Board shall amend this Charter at such time to reflect such additional responsibilities. 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.

Notwithstanding the foregoing, the Committee’s responsibilities are advisory and limited to oversight. It is not the duty of the Committee to develop the Corporation’s strategic plan or implement such plan. Instead, such duties remain the responsibility of the management of the

Company, subject, however, to the general oversight responsibilities of the Board. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts from whom the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the information provided to the Committee by such persons, professionals or experts.

III. 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. The members may be either independent or non-independent directors.

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.

IV. 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 at least two times annually and shall meet at such other dates as the Committee deems necessary or desirable. A majority of the members of the committee shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Secretary or Assistant Secretary of the Company, if available, or other person designated by the Chair, shall keep minutes of the Committee’s meetings.

The Committee may, at its discretion, include in its meetings directors who are not members of the Committee, members of the Company’s management, or any other person whose presence the Committee believes to be desirable and appropriate, but such attendees 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 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.