

# **SONIDA SENIOR LIVING, INC.**

## **Amended and Restated Compensation Committee Charter**

### **Purpose**

The function of the compensation committee (the “Committee”) of the Board of Directors (the “Board”) of Sonida Senior Living, Inc. (the “Company”) is to (a) review and approve corporate goals and objectives relating to executive compensation, (b) carry out various responsibilities relating to executive compensation, (c) produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, and (d) review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, and make a recommendation to the Board that the CD&A should be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable.

### **Composition**

The Committee shall consist of two or more directors, each of whom is determined by the directors to be “independent” under Section 10C(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), any rule or regulation adopted in connection therewith, the rules of The New York Stock Exchange (the “NYSE”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). Additionally, no director may serve unless that director (a) is a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (b) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. In selecting the members of the Committee, all relevant factors must be considered to determine whether a potential member has a relationship with the Company which is material to the director’s ability to be independent from management as a Committee member, including the director’s source of compensation and any affiliation with the Company or any subsidiary or affiliate.

### **Appointment and Removal**

The members of the Committee shall be appointed and serve for the terms set forth in the Bylaws of the Company.

### **Chairman**

Unless a Chairman is elected by the Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

### **Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. Any such subcommittee must have a charter.

## **Meetings**

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Committee or any member of the Committee may call meetings of the Committee. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities.

## **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

- Review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the chief executive officer of the Company (“CEO”), evaluate the CEO’s performance in light of these goals and objectives, and, either as a Committee or together with other independent directors (as directed by the Board), determine and approve the CEO’s compensation based on this evaluation (including salary, bonus, incentive and equity compensation).
- Review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the other officers of the Company (“Other Officers”), and, either as a compensation committee or together with other independent directors (as directed by the Board), determine and approve the Other Officers’ compensation based on this evaluation (including salary, bonus, incentive and equity compensation).
- Review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board. Non-employee director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Company’s business and the responsibilities of its directors.
- Review the Company’s compensation, incentive compensation and equity-based plans and recommend changes in such plans to the Board as needed.
- Review and discuss the CD&A to be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, make a recommendation to the Board as to whether the CD&A shall be included in the Company’s annual proxy statement or annual report on Form 10-K, as applicable, and prepare disclosure to be included in such report that the Committee has taken these actions.
- Review the results of any advisory stockholder votes on executive compensation (“say-on-pay votes”) and consider whether to recommend adjustments to the Company’s executive compensation policies and practices as a result of such votes.
- Recommend for approval by the Board how frequently the Company should conduct say-on-pay votes, taking into account the results of any prior stockholder votes regarding the subject.
- Participate with management to address any conflict of interest with any Compensation Advisor (as defined below) engaged by the Committee.

- Review and make recommendations to the Board concerning succession planning for the CEO of the Company and if deemed appropriate for other senior officers of the Company. Succession planning shall include evaluation of potential successors to the CEO and if deemed appropriate to other senior officers, shall include succession in the event of an emergency or the retirement of the applicable officer and shall also include talent development.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

### **Compensation Consultants and Other Compensation Committee Advisors**

The Committee shall have the authority to retain or obtain the advice of, at the Company's expense, and terminate such compensation consultants, outside counsel and other advisors (each, a "Compensation Advisor") as the Committee may deem appropriate in its sole discretion. The Committee may only select a Compensation Advisor after taking into consideration all factors relevant to the Compensation Advisor's independence from management, including but not limited to those specified in Section 303A.05(c)(iv) of the NYSE Listed Company Manual, which are the following:

- the provision of other services to the Company by the person that employs the Compensation Advisor;
- the amount of fees received from the Company by the person that employs the Compensation Advisor, as a percentage of such person's total revenue;
- the policies and procedures of the person that employs the Compensation Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Compensation Advisor with a member of the Committee;
- any ownership of the Company's common stock by the Compensation Advisor; and
- any business or personal relationship of the Compensation Advisor or the person employing the Compensation Advisor with an executive officer of the Company.

The Committee must consider the foregoing independence factors prior to consulting with any advisor, including outside counsel or advisors retained by management, other than (i) the Company's in-house legal counsel and (ii) any Compensation Advisor whose role is limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is generally available to all salaried employees; or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the Compensation Advisor, and about which the Compensation Advisor does not provide advice.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by it. The Committee shall have sole authority to approve related fees and other retention terms.

## **Reports and Performance Review**

The Committee shall report its actions and any recommendations to the Board when requested and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **Disclosure of Charter**

This Charter will be made available in accordance with applicable rules and regulations. The Company's annual proxy statement or annual report on Form 10-K, as applicable, shall disclose that this Charter is available on the Company's website and provide the website address.

*Adopted by Resolution of the Board of Directors  
on February 9, 2007*

*Amended by Resolution of the Board of Directors  
on February 8, 2008*

*Amended by Resolution of the Board of Directors  
on March 9, 2010*

*Amended by Resolution of the Board of Directors  
on March 1, 2011*

*Amended by Resolution of the Board of Directors  
on March 5, 2013*

*Amended by Resolution of the Board of Directors  
on December 18, 2013*

*Amended by Resolution of the Board of Directors  
on January 5, 2019*