

National Healthcare Properties, Inc.

Compensation and Corporate Governance Committee Charter

I. General Statement of Purpose

The Compensation and Corporate Governance Committee of the Board of Directors (the “Committee”) of National Healthcare Properties, Inc., a Maryland corporation (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, oversees the Company’s overall compensation structure, policies and programs, reviews the Company’s processes and procedures for the consideration and determination of director and executive compensation, and is responsible for producing a report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K. Further, the Committee is tasked with providing counsel to the Board with respect to the organization, function and composition of the Board and its committees, periodically reviewing and, if appropriate, recommending to the Board changes to the Company’s corporate governance policies and procedures, monitoring compliance with the Company’s corporate governance policies and procedures, identifying and recommending to the Board potential director candidates for election as directors, consistent with criteria approved by the Board, and selecting nominees for election as directors at annual meetings of stockholders (or special meetings of stockholders at which directors are to be elected), assisting the Board and the Chairperson of the Company in overseeing the development of executive succession plans, and assisting the Board in resolving conflict of interest situations (“Conflicts”) and transactions (“Related Party Transactions”) between the Company, on the one hand, and any director, officer or affiliate thereof, on the other hand. The primary objectives of the Committee are to: (1) develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders; (2) identify individuals qualified to become Board members, consistent with any criteria approved by the Board; (3) recommend to the Board director nominees for election at each annual meeting of stockholders and as necessary to fill vacancies and newly-created directorships; (4) oversee the governance of the Company, including recommending to the Board corporate governance principles applicable to the Company; and (5) oversee the annual evaluation of the Board and management.

II. Committee Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the rules of The Nasdaq Stock Market LLC (the “Nasdaq Rules”), subject to any applicable exceptions contained in the Nasdaq Rules, has experience that would be helpful in addressing the matters delegated to the Committee, and at all times complies with any other rules and regulations of the Securities and Exchange Commission, as modified or amended from time to time. In determining the members of the Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and “outside directors” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, in the event the number of members falls below three or in the event the Board determines that the number of members on the Committee should be increased, may be filled only by the Board. The Committee shall recommend to the Board for election such candidate as the Committee, in the exercise of its judgment, has found to be qualified and willing and available to serve as a director of the Company. The Board shall designate one member of the Committee to serve as Chair of the Committee.

III. Meetings

The Committee shall meet on a regularly scheduled basis at least twice per year and as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's bylaws (as may be amended, the "Bylaws"). The Committee shall maintain minutes of each meeting, which will record all actions taken by the Committee. The minutes will be maintained with the books and records of the Company. 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. The Chair of the Committee (or in his or her absence, a member selected by the Committee), shall preside at each meeting of the Committee, and in consultation with the other members and management, may set meeting agendas consistent with this Charter. 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 Bylaws that are applicable to the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management or any other persons whose presence the Committee believes to be desirable or appropriate.

IV. Committee Activities

The Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Performance Evaluation of the Committee

- Perform periodic performance evaluations of the Committee and report to the Board on the results of such evaluation and provide the Board with any recommendations for changes in the structure and operations of the Committee.

C. Policies, Processes and Procedures for Considering and Determining Director and Executive Compensation

- Review and reassess at least annually (and where appropriate, make such recommendations to the Board as the Committee deems advisable with regard to) the Company's philosophy, processes and procedures for the consideration and determination of director and executive compensation, and review and discuss with management any description of such philosophy, processes and procedures to be included in the Company's proxy statement.
- Establish and periodically review policies concerning perquisite benefits available to officers and directors of the Company.
- Manage and review director and executive officer indemnification and insurance matters.
- Determine the Company's policy with respect to change of control or "parachute" payments, if any.
- Review and make recommendations to the Board regarding a "clawback" policy for compensation based on financial results of the Company, in accordance with the standards of the Nasdaq Rules, any applicable rules and regulations of the Securities and Exchange

Commission, and any other applicable laws regarding clawback policies.

- Consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act and consider the relationship between risk management policies or practices and compensation.
- Review and discuss with management the Company's risk assessment and risk management processes relating to compensation policies and practices.

D. Committee Report

- Review and discuss with management any Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A").
- Based on the Committee's review of the CD&A and discussions with management, make a recommendation to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission, the Nasdaq Rules, and any other rules and regulations applicable to the Company.

E. Incentive Plans

- (i) For the Company's Chief Executive Officer ("CEO") and Executive Officers (as defined below), review and make such recommendations to the Board as the Committee deems advisable with regard to awards under equity-based plans consistent with the terms of such plans and (ii) for all other service providers to the Company, review and approve grants and awards under equity-based plans consistent with the terms of such plans.
- The Committee shall make such recommendations to the Board as the Committee deems advisable with regard to the establishment of, and shall manage and periodically review¹, all annual bonus, incentive compensation, equity compensation, employee pension and welfare benefit plans. With respect to each plan, the Committee shall have responsibility for:
 - general administration and implementation;
 - setting performance targets under all annual bonus and long-term incentive compensation plans, including any equity incentive compensation plans, as appropriate and committing to writing any and all performance targets for all Executive Officers;
 - certifying that any and all performance targets used for any performance-based equity 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);
 - approving all amendments to, and terminations of, all compensation plans and any awards under such plans, unless approval of such amendment or termination by the Board is required under applicable laws, rules or regulations, including the rules of any stock exchange on which the Company's stock is then listed or traded, in which case, the

¹ 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.

Committee shall recommend any such amendment or termination to the Board for approval;

- approving all grants of 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);
 - determining which Executive Officers are entitled to awards under the Company's equity compensation plan(s);
 - imposing limitations, restrictions and conditions on any grant or award; and
 - repurchasing securities from terminated employees.
- Review and make such recommendations to the Board as the Committee deems advisable with regard to the size of equity-based plans.
 - Make recommendations to the Board with respect to any other incentive-compensation and equity-based plans that are subject to Board approval.
 - Consider the Company's possession of "material non-public information" in connection with the timing of each grant of equity under the Company's equity compensation plans and determine whether a grant of equity should be delayed or otherwise modified due to the possession of such information.

F. Matters Related to Compensation of the Company's Chief Executive Officer

- Annually, review and recommend to the Board for determination the performance criteria (including both long-term goals and short-term goals) and objectives that may be relevant to the compensation of the CEO.
- Evaluate the CEO's performance in light of the performance criteria and objectives that were set for the CEO and recommend to the Board for determination the CEO's equity and non-equity compensation (including cash-based incentive compensation) based on such evaluation. In connection with recommending the long-term incentive component of the CEO's compensation, the Committee should consider the Company's performance, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
- Review and approve all employment agreements and severance arrangements with the CEO.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

G. Matters Related to Compensation of the Executive Officers Other Than the Chief Executive Officer

- Recommend to the Board for determination the equity and non-equity compensation (including cash-based incentive compensation) for all Executive Officers of the Company other than the CEO. For purposes hereof, the term "Executive Officer" shall mean any "executive officer" as defined in Rule 3b-7 under the Exchange Act.
- Review and make such recommendations to the Board as the Committee deems advisable with regard to the equity compensation of Executive Officers.

- Review and approve all employment agreements and severance arrangements with Executive Officers.

H. Matters Related to Compensation of the Company’s Directors

- Review and make such recommendations to the Board as the Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to any equity-based plans and including with respect to compensation related to serving on committees, serving as committee chairs, and serving as lead independent director.

I. Matters Related to Nominating and Corporate Governance

- At an appropriate time prior to each annual meeting of stockholders, or any special meeting of the stockholders at which directors are to be elected, 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 be qualified and willing and available to serve as directors of the Company.
- For purposes of making any nomination or recommendation of a director candidate to the Board, the Committee may consider such criteria as the Committee shall deem appropriate, which may include, without limitation:
 - personal and professional integrity, ethics and values;
 - 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 held company in today’s business environment;
 - experience in the Company’s industry and with relevant social policy concerns;
 - experience as a board member of another publicly held company;
 - academic expertise in an area of the Company’s operations;
 - diversity of both background and experience;
 - practical and mature business judgment, including ability to make independent analytical inquiries;
 - the nature of and time involved in a director’s service on other boards or committees; and
 - with respect to any person already serving as a director, the director’s past attendance at meetings and participation in and contribution to the activities of the Board.
- The Committee shall evaluate 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. The Committee shall periodically reassess the adequacy of such qualifications and criteria and, to the extent deemed appropriate by the Committee, recommend to the Board modifications to the stated qualifications and criteria.
- If the Company is legally required by the charter of the Company (the “Company Charter”) or the Bylaws, by contract or otherwise to provide third parties with the ability to designate one

or more of the Board's nominees for election as directors, the selection, recommendation and nomination of such directors shall not be subject to review or recommendation by the Committee, but any such nominee so designated shall satisfy the criteria set forth herein or determined in accordance herewith for nominees recommended by the Committee.

- The Committee may adopt a policy regarding the consideration of any director candidates recommended by the Company's stockholders.
- In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend calling a special meeting of the stockholders for the purpose of removing a director for cause, in accordance with the applicable provisions of the Company Charter and the Bylaws.
- The Committee shall review all stockholder nominations and proposals submitted to the Company (including any proposal relating to the procedures for making nominations or electing directors) in accordance with the procedures set forth in the Bylaws or any such policy adopted by the Committee, determine whether the nomination or proposal was submitted in a timely manner and, in the case of director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommend to the Board appropriate action on each such nomination or proposal,
- The Committee shall periodically review the Board's structure, including the structure of all standing or any ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of the Board or any such committees as the Committee deems appropriate.
- The Committee shall identify individuals qualified to be members, and the chair, of each standing committee of the Board and recommend to the Board candidates for service on each such committee. In evaluating directors to serve as members of each committee of the Board, the Committee (1) shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act, the Company's Corporate Governance Guidelines, if adopted, Nasdaq Rules, and the charter of each such committee and (2) may take into account such other factors or criteria as the Committee deems appropriate, including directors' preferences for committee membership, judgment, skill, integrity and business or other experience.
- In appropriate circumstances, the Committee, in its discretion, shall consider and recommend to the Board the removal of a director from a standing committee of the Board.
- The Committee shall oversee the Board's annual review of its performance (including its size, composition and organization), may oversee the other committees of the Board and will make appropriate recommendations to improve performance.
- The Committee may develop and recommend to the Board for adoption a set of Corporate Governance Guidelines and shall implement and monitor compliance with the Corporate Governance Guidelines, if adopted. The Committee periodically shall review the Corporate Governance Guidelines, if adopted, and recommend changes as necessary to the Board.
- The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company Charter, the Bylaws, this Charter and the charters of the Company's other committees.
- 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 pursuant to Nasdaq rules or the rules and regulations of the Commission or

that the Committee otherwise considers to be desirable and appropriate.

- The Committee shall develop and oversee an annual self-evaluation process for the Board and each of its committees and, based on such evaluation, make recommendations to the Board regarding the overall effectiveness of the Board and its committees.
- The Committee's responsibility for corporate governance matters shall include oversight of the Company's environmental, social, and governance ("ESG") strategy, initiatives, practices, performance, and policies, which include (i) recommending to the Board the Company's overall general strategy with respect to ESG matters and (ii) receiving reports from management and the periodic review of current ESG trends relevant to the Company. The Committee, with the assistance of management, shall consider current and emerging topics relating to ESG matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same. The Committee shall report at least once a year, and make recommendations as needed, to the Board concerning ESG matters.
- The Committee shall oversee, and review on a periodic basis, the orientation process for new directors and oversee continuing education for existing directors.

J. Matters Related to Conflicts

- Except as may otherwise be provided by the Board in establishing a special committee of disinterested directors to consider a Related Party Transaction:
 - The Committee shall review and evaluate the terms and conditions of, and determine the advisability of, any Related Party Transaction.
 - Unless the Board appoints a special committee of independent directors to negotiate any Related Party Transaction, the Committee shall negotiate the terms and conditions of any Related Party Transaction, and if the Committee deems appropriate, but subject to the limitations of applicable law, shall recommend to the Board the execution and delivery of documents in connection with any Related Party Transaction on behalf of the Company.
 - The Committee shall determine whether any Related Party Transaction is fair to, and in the best interest of the Company.
 - The Committee shall recommend to the Board what action, if any should be taken by the Board with respect to any Related Party Transaction pursuant to the Company Charter.
 - The Committee shall review, evaluate and approve of any potential Conflicts brought to its attention and shall report the results of its consideration of any such Conflict to the Board.

V. Additional Committee Authority

The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

A. Matters Related to Compensation of Members of Senior Management

- Provide oversight of management's decisions regarding the compensation of all members of senior management of the Company (other than the CEO and other Executive Officers described above), including with respect to any incentive-compensation plans.

B. Matters Related to Compensation Consulting Firms, Search Firms or Other Outside Advisors

- Retain (or replace or terminate, as needed) or obtain the advice of compensation consultants, search firms, legal counsel and/or other advisers; provided that:
 - The Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, search firm, legal counsel or other adviser retained by the Committee and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such compensation consultant, search firm, legal counsel or other adviser; and
 - Before any compensation consultant, legal counsel or other adviser (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) 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 available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) is selected by, or provides advice to, the Committee, the Committee shall take into consideration the following factors:
 - The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- Prohibit the Company from engaging a compensation consultant engaged by the Committee, or an affiliate of any such compensation consultant, to provide any other services to the Company without the approval of the Committee.
- Nothing in this section shall be construed: (a) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee; or (b) to affect the ability or obligations of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

VI. General

- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, another committee of the Board or a committee of independent directors, when the Committee deems it appropriate to do so in order to carry out its responsibilities, to the extent consistent with the Company Charter and Bylaws and applicable law.
- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.
- This Charter, as it may be amended from time to time, shall be posted on the Company's website.
- In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee.
- The Committee shall have all of the powers of the Board that are necessary or appropriate to fulfill its powers and carry out its duties and responsibilities as set forth in this Charter. In addition, the Committee may perform such other functions as may be requested by the Board from time to time consistent with the 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 further Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) 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 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.

Adopted January 9, 2026