

## NATIONAL HEALTHCARE PROPERTIES, INC.

### CORPORATE GOVERNANCE GUIDELINES

Approved and Adopted on February 26, 2025

#### PURPOSE

The Board of Directors (the “**Board**”) of National Healthcare Properties, Inc., a Maryland corporation (the “**Company**”), has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s charter, as amended (the “**Charter**”), bylaws, as amended (the “**Bylaws**”), and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their respective chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time, and the Board may, in the exercise of its discretion, deviate from these Guidelines from time to time as the Board may deem appropriate or as required by applicable laws and regulations.

These Guidelines are available on the Company’s website at “www.nhpreit.com” and to any stockholder who otherwise requests a copy. The Company’s Annual Report on Form 10-K (or proxy statement incorporated by referenced therein) will state the foregoing.

#### I. THE BOARD

##### *Size of the Board*

The Charter provides that the number of directors may be increased or decreased from time to time by the Board pursuant to the Bylaws, but shall never be less than the minimum number required by the Maryland General Corporation Law. The Board will periodically review the size of the Board and any recommendation of the Nominating and Corporate Governance Committee regarding board size and determine the size that is most effective in relation to future operations.

##### *Independence of the Board*

The Board shall be comprised of a majority of directors who meet the definition of “independent director” (the “**Independent Directors**”) set forth in the rules of The Nasdaq Global Market for companies listed on The Nasdaq Global Market (the “**Nasdaq Rules**”) and applicable regulations promulgated by the Securities and Exchange Commission (the “**Commission**”), except during any period permitted under the Nasdaq Rules as a result of a vacancy on the Board or a director ceasing to be independent due to circumstances beyond the control of the Company.

The Board will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed by the Nasdaq Rules. The Company will comply with the disclosure requirements set forth in Item 407(a) of Regulation S-K.

Members of the Board have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as “independent.” This obligation includes all business relationships between, on the one hand, the directors or members of their immediate family, and, on the other hand, the Company and its affiliates or members of the Board and senior management and their affiliates.

### *Executive Sessions of Independent Directors*

The Independent Directors will meet periodically in executive session, but no less than twice per year, at which sessions only Independent Directors (or their invitees) are present. The Independent Directors will consider such matters as they may deem appropriate at such meetings. The Independent Directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board, unless the Board specifically delegates the power to make any such decisions to the Independent Directors sitting as an ad hoc or standing committee of the Board.

### *Nomination of New Directors*

The Nominating and Corporate Governance Committee is delegated the responsibility for identifying, evaluating and recommending candidates to the entire Board for nomination. Upon recommendation from the Nominating and Corporate Governance Committee, each year the Board will nominate a slate of individuals for election as directors by the stockholders. The Board will also be responsible for filling vacancies on the Board that may occur between annual meetings of stockholders.

### *Selection of Chair of the Board*

The Board will select the Chair of the Board and specify whether the Chair of the Board is an executive or non-executive chair.

### *No Specific Limitation on Other Board Service*

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee and the Board shall consider, among other things, the nature of and time involved in a director's service on other boards or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's stockholders. Service on other boards or committees should be consistent with the Company's conflict of interest policies.

### *Term Limits*

As each director is subject to election by stockholders at the end of his or her term, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

### *Director Responsibilities*

The business and affairs of the Company will be managed under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. The Company shall provide appropriate funding, as determined by the Board or any committee, for ordinary administrative expenses of the Board or any committee that are necessary or appropriate in carrying out its duties.

These include:

1. overseeing the conduct of the Company's business and evaluating whether the Company's business is being properly managed;
2. reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;

3. reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
4. reviewing and, where appropriate, approving changes in, and major determinations under, these Guidelines, the Company's Code of Business Conduct and Ethics and other Company policies;
5. reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
6. planning for succession with respect to the position of chief executive officer and monitoring management's succession planning for other key executives; and
7. ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

The Board shall be notified immediately upon: (i) receipt of any communication from the Commission, the Internal Revenue Service or any regulatory agency outside of the normal course of business; (ii) notice of any significant pending or threatened litigation or investigation outside the normal course of business; or (iii) the occurrence of any other situation which might result in a material loss or other exposure to the Company. The Board shall also be consulted in advance of the initiation or settlement of any material litigation and or any material action outside the normal course of business.

#### *Compensation*

The Company's executive officers shall not receive additional compensation for their service as directors. Senior management of the Company shall report periodically to the Compensation Committee regarding the status of the Company's non-management director compensation in relation to other U.S. companies of comparable size and the Company's competitors. This report may include consideration of both direct and indirect forms of compensation to the Company's non-management directors, including any charitable contributions by the Company to organizations in which a non-management director is involved. Following a review of the report, the Compensation Committee will recommend any changes in non-management director compensation to the Board, which changes will be approved or disapproved by the Board.

#### *Stock Ownership*

The Company believes that directors should be stockholders of the Company. While the Board does not believe it appropriate to specify the levels of ownership for individual directors, it is anticipated that each director will develop a meaningful ownership position in the Company over time.

#### *Conflicts of Interest*

The Company has adopted a Code of Business Conduct and Ethics that governs, among other things, actual and potential conflicts of interests between the Company and a director, and directors shall comply with each of these policies. If a director has a "conflict of interest" (as defined in the Code of Business Conduct and Ethics) in any matter of the Company before the Board, the director shall disclose the conflict to the Board, excuse himself or herself from discussion and abstain from voting on the matter. All Directors shall comply with the Company's policies, including the Code of Business Conduct and Ethics, Insider Trading Policy, Related Party Transactions Policy and other policies.

#### *Board Orientation and Continuing Education of Board Members*

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, the Guidelines, principal officers, internal auditors and independent auditors.

The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable.

#### *Interaction with Institutional Investors, the Press and Others Related to the Company's Business*

Each director should refer all inquiries from institutional investors, the press, tenants, brokers and others related to the Company's business to management. Individual directors may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chair of the Board.

#### *Board Access to Senior Management and Other Employees*

The Board will have complete access to Company's senior management team (including the Chief Executive Officer, Chief Financial Officer and General Counsel) in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. The Company's senior management team shall provide the Board or any committee of the Board with complete and accurate information promptly upon request by the Board or committee of the Board. Directors should exercise judgment to ensure that their contact with senior management team does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to each of the Chief Executive Officer and Chair of the Board. The Board expects there will be frequent opportunities for directors to meet with the Chief Executive Officer and other senior management team members in Board and committee meetings and in other formal or informal settings.

In addition, the Board shall have full and free access to employees outside of senior management team. Directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, inform the Chair of the Board or the Chief Executive Officer of any significant communication with an employee outside of senior management team.

#### *Board Access to Independent Advisors*

The Board and any committee of the Board shall have the authority to retain or replace any independent counsel, consultants and other outside experts or advisors (the "**Board Advisors**") as the Board or such committee believes to be desirable or appropriate. The Company shall provide for appropriate funding, as determined by the Board or such committee, for payment of compensation to any such Board Advisor. The Board and any committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

#### *Annual Self-Evaluation*

At least annually, the Nominating and Corporate Governance Committee will oversee an annual assessment by the Board of the Board's performance. The Nominating and Corporate Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. Based on the results of the assessment, the Nominating and Corporate Governance Committee shall make appropriate recommendations to the Board to improve its performance.

## **II. Board Meetings**

#### *Frequency of Meetings*

The Board will meet at least four times per year. In addition, regular and special meetings of the Board may be called as determined by the needs of the business.

#### *Director Attendance and Preparation*

It is the responsibility of the directors to attend Board meetings. A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting. A director may participate in any meeting via video- or tele-conference unless the Chair of the Board requests that such director attend a particular meeting in person. A director who is unable to attend a meeting or participate in such meeting via teleconference is expected to notify the Chair of the Board or the chair of the appropriate committee in advance of such meeting.

#### *Attendance of Non-Directors*

The Chair of the Board or the chair of any committee may invite Company management and outside Board Advisors from time to time into Board or committee meetings to (i) provide insight into items being discussed by the Board which involve the member of management or the Board Advisors and (ii) make presentations to the Board on matters which involve the member of management or the Board Advisors. Attendance of non-directors at Board meetings is at the discretion of the Chair of the Board or the chair of any committee.

#### *Agendas*

The Chair of the Board shall establish the agenda for each Board meeting with input from the management and, as necessary or desired, the other directors and Company advisors.

#### *Advance Receipt and Review of Meeting Materials*

Information regarding the topics to be considered at a meeting is essential to a director's understanding of the business and the preparation of a director for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors.

### **III. Committee Matters**

#### *Number, Name and Responsibilities of Committees and Independence of Committee Members*

The Board currently has three standing committees, each comprised entirely of Independent Directors. From time to time, the Board may form a new standing committee or disband a current standing committee, depending upon the circumstances. Each standing committee will perform its duties as delegated by the Board in compliance with the Company's Bylaws and the committee's charter. These charters are available on the Company's website at [www.nhpreit.com](http://www.nhpreit.com).

The current standing committees of the Board are an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, each of which is formed for the purposes, has the powers, consists of the members, follows the procedures and carries out the duties and responsibilities set forth in its respective charters.

#### *Frequency and Length of Committee Meetings*

The Committee chairs, in consultation with committee members, will determine the frequency and length of committee meetings. Each committee shall meet at least as frequently as is required by the terms of such committee's charter, as applicable.

### *Assignment of Committee Members*

Based on the recommendations of the Nominating and Corporate Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Nominating and Corporate Governance Committee or the Board determines to be appropriate in light of the responsibilities of each committee. Each member of each standing committee must meet the definition of Independent Director. In addition, each member of each committee must meet the other requirements for membership on the committee set forth in its charter.

### *Committee Self-Evaluations*

Each committee will, at least annually, review its performance.

## **IV. Succession Planning**

The Board may review, maintain and revise, if necessary, the Company's succession plan upon the chief executive officer's retirement and in the event of an unexpected occurrence. The Nominating and Corporate Governance Committee may assist the Board and the Chair of the Board in overseeing the development of any executive succession plans. The chief executive officer may report to the Board on succession planning for the chief executive officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors, as well as the chief executive officer's recommendations regarding his or her successor should he or she be unexpectedly disabled.