

NATIONAL HEALTHCARE PROPERTIES, INC.

RELATED PARTY TRANSACTIONS POLICY

Approved and Adopted on February 26, 2025

PURPOSE

The Board of Directors (the “**Board**”) of National Healthcare Properties, Inc. (the “**Company**”) has adopted this Related Party Transactions Policy (the “**Policy**”) to manage the heightened risk of actual, potential or perceived conflicts of interest presented by Related Party Transactions (as defined below).

The Board has determined that the Board’s Nominating and Corporate Governance Committee (the “**NCG Committee**”) shall review and either approve or disapprove of the entry into all Related Party Transactions, unless the Board delegates such authority to a special committee of independent directors created by the Board (the “**Special Committee**” and, together with the NCG Committee, the “**Committees**” and, each, a “**Committee**”).

DEFINITIONS

A “**Related Party**” means any person who is or was (since the beginning of the Company’s last fiscal year, even if such person does not presently serve in that role):

1. an “officer” of the Company for purposes of Section 16 of the Securities Exchange Act of 1934 or a director (or nominee for director) of the Company;
2. a shareholder who is known to beneficially or of record own in excess of 5% of any class of the Company’s voting securities;
3. a person who is an “immediate family member” (as defined below) of any person listed in (1) or (2) above;
4. an entity in which someone listed in (1), (2) or (3) above is employed; or
5. an entity which is controlled, directly or indirectly, by, or under common with, someone listed in (1), (2) or (3) above.

An “**immediate family member**” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the person, and any person (other than a tenant or employee) sharing the person’s household.

A “**Related Party Transaction**” means any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness), in which (i) the Company or any of its subsidiaries is, will be or may be expected to be a participant, (ii) the aggregate amount involved exceeds, will exceed or may be expected to exceed \$120,000 in any fiscal year, and (iii) any Related Party has, will have or may be expected to have a direct or indirect interest. This also includes any material amendment or modification to an existing Related Party Transaction.

REFERRAL REVIEW AND APPROVAL PROCESS

Prior to entering into a Related Party Transaction, the Related Party (or if the Related Party is an immediate family member of an officer or director, such officer or director) shall provide the Chief Executive Officer and President, Chief Financial Officer or General Counsel of the Company (each, a “**Senior Officer**”) with a notice including the following:

- an appropriate description of the transaction;
- the name of the Related Party and the basis on which the person is a Related Party;
- the Related Party’s interest in the transaction;
- the approximate dollar value of the amount involved in the transaction; and
- any other information regarding the transaction and the Related Party that are likely to be considered material in light of the circumstances.

The Senior Officer will, in the first instance, undertake an evaluation of the transaction to determine whether the transaction, in fact, constitutes a Related Party Transaction requiring compliance with this Policy. If that evaluation indicates that the transaction is classified as a Related Party Transaction, then such officer will report the Related Party Transaction, together with a summary of the material facts, to the appropriate Committee for consideration. Any of the Senior Officers may refer to the appropriate Committee any other transaction he or she determines should be considered for evaluation by the Committee, consistent with the purpose of this Policy. Such officer may do so irrespective of any pre-approval or other technical exemption from this Policy as specified in the section “Pre-Approved Transactions” below or elsewhere.

The Committee shall review all relevant facts and circumstances of all Related Party Transactions that require the Committee’s approval and either approve or disapprove of the entry into the Related Party Transaction.

In determining whether to approve or ratify a Related Party Transaction, the Committee shall take into account the material facts of such transaction, including, but not limited to, the following (together, the “**Considerations**”):

1. whether the transaction is fair and reasonable to the Company (including whether the terms are no less favorable to the Company than terms generally available in a transaction with an unaffiliated third-party under the same or similar circumstances);
2. whether the transaction was undertaken in the ordinary course of business of the Company;
3. whether the Related Party Transaction was initiated by the Company, a subsidiary or the Related Party;
4. whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
5. the purpose of, and the potential benefits to the Company of, the Related Party Transaction;
6. the approximate dollar value of the amount involved in the Related Party Transaction, particularly as it relates to the Related Party;
7. the Related Party’s interest in the Related Party Transaction;
8. whether the Related Party Transaction may impair the independence of any outside director under applicable rules; and
9. whether the Related Party Transaction may present an improper conflict of interest for the Related Party, taking into account the size of the transaction, the overall financial position of the Related Party, the direct or indirect nature of the Related Party’s interest in the transaction and the ongoing nature of any proposed relationship.

The Committee may impose such conditions or modifications as it deems necessary or appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction under the circumstances. The Committee or its Chair may determine that a Related Party Transaction should be referred to the Board for consideration, in which case the Considerations set forth above shall apply to the Board’s review and approval of the matter, with such conditions or modifications as may be necessary or appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction under the circumstances.

The Committee will convey the decision, including any conditions or modifications imposed on the transaction (the “**Decision**”), to the Senior Officers of the Company, who then will convey the Decision to the appropriate people within the Company.

If a Related Party Transaction involves a Related Party who is a director or an immediate family member of a director, such director shall recuse himself or herself from the consideration and approval of the transaction; provided, that such member may participate in such portions of the Committee’s (or the Board’s) discussions (but not the approval) of the Related Party Transaction as the Chair of the Committee (or the Board) deems appropriate.

In light of the requirements of this Policy, notice of any potential Related Party Transaction shall be provided to the applicable Committee in advance with sufficient time for the Committee to obtain and review information about the proposed transaction based on the Considerations. Ratification of a Related Party Transaction after its commencement or even its completion may be appropriate in some circumstances, however.

If the Company becomes aware of a Related Party Transaction that has not been presented to the Committee pursuant to this Policy or advance approval of a Related Party Transaction was not feasible, the Related Party Transaction shall be reviewed by the Committee as soon as practicable in accordance with the procedures set forth herein and, if the Committee determines it to be appropriate, ratified by the Committee. In any case where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.

Ongoing Transactions

If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with respect to such transaction. Thereafter, the Committee shall periodically review and assess such ongoing transactions to ensure that they are in compliance with the Committee's guidelines and that the Related Party Transaction remains appropriate. Senior Officers shall update the Committee as to any material changes to any approved or ratified Related Party Transaction that is ongoing.

Pre-Approved Transactions

The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions shall be deemed to be preapproved or ratified, as applicable, under this policy:

1. ***Executive officer compensation.*** Any compensation paid to an executive officer if:
 - a. the compensation is required to be reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K; or
 - b. such compensation would have been required to be reported under Item 402 as compensation earned for services to the Company if the executive was a "named executive officer" in the proxy statement and such compensation has been approved, or recommended to the Board for approval, by the Compensation Committee of the Board, provided that such executive officer is not an immediate family member of another Related Party.
2. ***Director compensation.*** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K.
3. ***Transactions that are in the Company's ordinary course of business.*** Any transaction where the interest of the Related Party arises only:
 - a. from the Related Party's position as a director or non-executive employee of another corporation or organization that is a party to the transaction; or
 - b. from the direct or indirect ownership by such Related Party and all other Related Parties, in the aggregate, of less than a 5% equity interest in another person (other than a partnership) which is a party to the transaction; or
 - c. from both such positions described in (a) and such ownership described in (b); or
 - d. from the Related Parties' position as a limited partner in a partnership in which the Related Party and all other Related Parties, in the aggregate, have an interest of less than 5%, and the Related Party is not a general partner of and does not have another position in the partnership; or
 - e. from the ownership of a class of equity securities in the Company and all holders of such class of equity securities of the Company will receive the same benefit on a pro rata basis.
4. ***Charitable Contributions.*** Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university if the only relationship that the Related Party has with such organization is as a non-executive employee or director, provided that the aggregate amount involved in such transaction does not exceed the greater of \$200,000 or 5% of such organization's total annual receipts.
5. ***Institutional Investors.*** Any transaction with an institutional investor who is a Related Party if such institutional investor is a Related Party solely because of its beneficial ownership of more than 5% of a class of the Company's voting securities and does not take an active role in the management or direction of the Company's business, provided that the transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances.

In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Committee for its review.

Relation to Other Policies and Procedures of the Company

The procedures set forth in this Policy shall not be superseded by any other policies or procedures of the Company or the Board; the requirements herein are independent of, and in addition to, any other policies or procedures of the Company or the Board.