



RELATED PARTY TRANSACTION POLICY

I. PURPOSE

The purpose of the Related Party Transaction Policy (the “Policy”) is to establish a procedure for identification and approval of “Related Transactions,” as defined herein, proposed to be entered into by Chartwell Retirement Residences (“Chartwell”).

The Compensation, Governance and Nominating Committee (the “Committee”) is charged with establishing, administering, periodically reviewing and interpreting this Policy and pursuant to this Policy, where appropriate, approving any such Related Transactions.

This Policy supplements the provisions concerning potential conflicts of interest in Chartwell’s Code of Business Conduct and Ethics (the “Code”) and the relevant constating documents of Chartwell and its direct or indirect subsidiaries (the “Constating Documents”). With respect to persons and transactions described in this Policy, the procedures set forth in this Policy shall apply in addition to those set forth in the Code. In the event of any conflict between this Policy and the Constating Documents, the Constating Documents shall govern to the extent of such conflict.

II. POLICY

For purposes of this Policy, “Related Transactions” are all transactions in which Chartwell or any of its direct or indirect subsidiaries was or is a party and any of the following is also a party, provided that the aggregate amount involved in the transaction exceeds \$25,000 in any fiscal year: (i) any director, trustee or officer thereof or nominee for director, trustee or officer thereof; (ii) any “immediate family member” of a director, trustee or officer thereof or nominee for director, trustee or officer thereof; (iii) any entity (A) in which any of the foregoing individuals has a direct or “indirect” legal or beneficial ownership interest (other than an interest that arises solely as a result of such individual’s ownership of less than 5% of the outstanding shares or units of a publicly traded entity), or (B) which employs any of the foregoing individuals; or, (iv) any registered or beneficial holders of greater than 5% of the total number of outstanding units of Chartwell.

All Related Transactions shall be submitted to the Committee for consideration prior to the consummation of such transaction.

Following submission to the Committee of a Related Transaction, the Committee will review and consider each Related Transaction based on its consideration of “all relevant facts and circumstances” and determine whether or not to approve the transaction. In addition, the Committee will approve only those transactions that are in the best interest of Chartwell.

In the event a Related Transaction involves multiple individual transactions of a similar nature over a period of time, the Related Transaction will be considered and analyzed on an aggregate basis (i.e. the aggregate of all individual transactions).

If Chartwell becomes aware of a Related Transaction that has not been approved under this Policy, the matter shall be referred to the Committee and the Committee shall consider “all relevant facts and circumstances” and may ratify or cause the revision or termination of the Related Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Transaction to the Committee under this Policy and may take any such action, including disciplinary actions, it deems appropriate.

No member of the Committee that has a direct or indirect interest in a Related Transaction shall participate in the deliberations or vote for an approval or ratification of a Related Transaction. In such a case, the affirmative vote of a majority of the disinterested members of the Committee is necessary to approve the transaction.

For purposes of this Policy, the following definitions shall apply:

“all relevant facts and circumstances” shall include, but not be limited to, the following: the nature of the related person’s interest in the transaction; the material terms of the transaction, including whether the terms of the Related Transaction are fair to Chartwell and on the same basis as would apply if the Related Transaction did not involve a related party; the significance of the transaction to the related person and also, if applicable, to the person or entity that is a party to the transaction; the significance of the transaction to Chartwell; whether the transaction would impair the judgment of a director, trustee or executive officer to act in the best interests of Chartwell; compliance with all applicable laws; and any other matters, facts, events or circumstances the Committee deems appropriate;

“immediate family member” shall include: a spouse, parents, step-parents, children, step-children, siblings, aunts, uncles, nieces, nephews, cousins, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law, including for purposes of this definition any person (other than a tenant or employee) sharing the household of an officer, director, director-nominee, trustee, trustee-nominee, employee, or any registered or beneficial holders of greater than 5% of the total number of outstanding units of Chartwell; and

“indirect” interests shall include, among other things, interests in trusts, companies or other entities which have transactions or relationships with Chartwell or any of its subsidiaries (ownership of a nominal amount of another corporation’s publicly traded stock is excluded).

In interpreting and applying this Policy, the Committee may rely on the determinations made by the Audit Committee and full Board of Directors of Chartwell Master Care Corporation to approve and/or ratify any such Related Transactions that are evaluated in connection with an assessment of the impact of any such Related Transaction on a director or trustee’s independence.

Chartwell will publicly disclose any Related Transaction that is required to be publicly disclosed pursuant to applicable laws, including securities laws, exchange rules and the Constatng Documents.

This Policy was adopted by the Compensation, Governance and Nominating Committee on March 2, 2023.