

NATIONAL HEALTH INVESTORS, INC.
REVISED NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) of National Health Investors, Inc. (the “Company”) is to provide assistance to the Board of Directors in fulfilling its responsibility to the shareholders, potential shareholders and investment community by identifying and selecting, or recommending candidates qualified to serve as directors of the Company, reviewing the composition of the Board of Directors, developing, reviewing and recommending governance policies and principles for the Company and reviewing periodically the performance of the Board of Directors. The Committee shall make regular reports to the Board of Directors and shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board.

Power and Duties

The powers and duties of the Committee are as follows:

1. To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).
2. Identify, recommend, and recruit qualified candidates for new or vacant positions on the Company’s Board of Directors.
3. Review the qualifications of incumbent directors to determine whether to recommend them as nominees for reelection.
4. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company’s certificate of incorporation, bylaws and applicable law.
5. Review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.
6. Recommend, after reviewing their qualifications, directors to serve as members of the various committees of the Board of Directors.
7. Review considerations relating to board composition, including size of the Board and the criteria for membership on the Board of Directors. The considerations relating to directors’ qualifications shall include diversity, independence, experience, expertise and skills.

8. Review and recommend corporate governance policies and principles for the Company, including those relating to the structure and operations of the Board of Directors and its committees.
9. Review corporate governance ratings received by the Company and consider modifications to corporate governance policies and principles which address issues raised by such ratings.
10. Review annually the performance of the Board of Directors, assess its contribution to the Company and consider whether additional powers and responsibilities of the Board are needed to allow it to more effectively oversee the business and affairs of the Company.
11. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.
12. Review annually its own performance.
13. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members, consistent with applicable law. Any such subcommittee shall report any action to the full Committee at its next meeting.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

Meetings

The Committee shall meet at least annually and more frequently as necessary or appropriate. Special meetings of the Committee may be called on two hours' notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum and the Committee shall act only on the affirmative vote of a majority of the members present at the

meeting. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

Composition of the Committee

The Committee shall be comprised of not less than three Board members, designated by the Board of Directors, each of whom shall meet the independence requirements of the New York Stock Exchange, the corporate governance guidelines and any other applicable legal, contractual, and regulatory requirements. Each member of the Committee shall be elected by the Board annually and serve until the earlier to occur of his resignation or removal or the election and qualification of such member's successor. Unless a Chair of the Committee is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Any member of the Committee may be removed with or without cause by a majority of the Board. All vacancies in the Committee shall be filled by the Board.

Revised: August 8, 2017

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