

## AMERICAN HEALTHCARE REIT, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

As of October 4, 2021

#### PURPOSE AND RESPONSIBILITIES

The Nominating and Corporate Governance Committee (the “**Committee**”) is intended to assist the Board of Directors (the “**Board**”) of American Healthcare REIT, Inc. (the “**Company**”) in fulfilling its oversight responsibilities under Maryland law. As such, the Committee shall have four primary responsibilities.

First, the Committee shall be responsible for identifying individuals qualified to serve on the Board, consistent with criteria approved by the Board, and recommending that the Board select a slate of director nominees for election by the stockholders of the Company at the annual meeting of the stockholders of the Company.

Second, the Committee shall be responsible for developing and recommending to the Board a set of corporate governance policies and principles to be applicable to the Company. It shall also be the task of the Committee to periodically re-evaluate such policies and guidelines for the purpose of suggesting amendments to them if appropriate.

Third, the Committee shall oversee an annual evaluation of the Board and each of the committees of the Board.

Fourth, the Committee shall be responsible for reviewing, evaluating, approving and overseeing any conflicts of interest-related matter and any transactions between the Company and any related person (as defined in Item 404 of Regulation S-K).

#### COMPOSITION OF THE COMMITTEE

The membership of the Committee shall consist of two or more directors, each of whom shall be an independent director in accordance with the rules of the New York Stock Exchange. Each member of the Committee shall be appointed by the Board on the recommendation of the then current Committee. The chairperson of the Committee shall be designated by the Board or if such designation is not made, the members may designate a chairperson by majority vote of the full Committee. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. Members of the Committee shall be elected annually by the Board and shall hold office until the earlier of (i) the election of their respective successors, (ii) the end of their service as a director of the Company (whether through resignation, removal, expiration of term or death) or (iii) their resignation from the Committee. The Committee may form and delegate authority to subcommittees as appropriate.

## OPERATIONS OF THE COMMITTEE

### Nominating Function

At least annually, the Committee shall review with the Board the appropriate skills and characteristics required of Board members. The full Board shall remain responsible for selecting nominees and recommending them for election by the stockholders. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- evaluate the qualifications of candidates for the Board, in light of the criteria approved by the Board;
- evaluate a candidate's independence from the Company's management and other principal service providers and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers;
- consider the impact of diverse backgrounds and experiences of potential nominees on the effectiveness and quality of the Board; and
- consider candidates proposed by management of the Company, by directors or by stockholders, in accordance with procedures established by the Committee from time to time.

For purposes of making any recommendation pursuant to the screening process described above, the Committee may consider such criteria as the Committee shall deem appropriate, which may include, without limitation:

- (i) personal and professional integrity, ethics and values;
- (ii) 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-traded company in today's business environment;
- (iii) experience in the Company's industry and with relevant social policy concerns;
- (iv) experience as a board member of another publicly held company;
- (v) academic expertise in an area of the Company's operations;
- (vi) whether the appointment of the candidate could increase the diversity of background, skills and experience of the Board as a whole;
- (vii) practical and mature business judgment, including ability to make independent analytical inquiries;

- (viii) the nature of and time involved in a director's service on other boards and/or committees and whether a candidate's service obligations to other boards complies with the Board's then outstanding policy on service on boards of other public companies; and
- (ix) with respect to any person already serving as a director of the Company, the director's past attendance at meetings and participation in and contribution to the activities of the Board and any committees on which he or she has served.

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.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board. The Committee shall provide to the full Board the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board.

### **Corporate Governance Function**

The Committee shall develop and recommend a set of formal, written guidelines for corporate governance, which shall be presented to the full Board for consideration and adoption.

The Committee shall, from time to time, review the governance structures and procedures of the Company, including the Company's corporate governance guidelines, Charter and Bylaws, and suggest improvements thereto to the full Board.

The Committee shall develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and review, evaluate, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Company's related party transaction approval policy. The Committee shall also review and approve any conflicts of interest and any other transactions for which independent review is necessary or desirable to achieve the highest standards of corporate governance.

The Committee shall develop and oversee a Company orientation program for new directors and a continuing education program for current directors and periodically review these programs and update them as necessary.

The Committee shall provide oversight and guidance to the Board regarding environmental, social and corporate governance ("ESG") trends and best practices. In particular, the Committee shall, as it deems appropriate, recommend changes to the Company's ESG practices as necessary to comply with existing legal requirements or emerging trends and best practices. The

Committee also shall periodically receive reports from management regarding the Company's ESG strategy, initiatives and policies.

### **Annual Evaluation Function**

The Committee shall conduct an annual evaluation of its performance. As part of its annual review process, the Committee will review its effectiveness in recommending director nominees with diverse backgrounds and experiences relative to any perceived needs in the composition of the Board. Additionally, the Committee shall oversee an annual evaluation of the Board and each of the other committees of the Board.

### **Charter Review**

The Committee will conduct an annual review of the Committee charter and recommend any proposed changes to the Board for approval.

### **Other Activities**

The Committee shall perform any other activities consistent with this charter, the Company's Charter and Bylaws and governing law as the Board deems appropriate.

## **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, an executive search firm 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, the executive search firm 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.

The director search firm, outside counsel, executive search firm, and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

## **COMMITTEE MEETINGS**

The Committee shall meet at least two times per year. Other meetings may be held at the discretion of the chairperson of the Committee or at the request of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Approval by a majority of the members present at a meeting at which a quorum is present (in person or by telephone conference call) shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting. Minutes of each of these meetings shall be kept.