Charter of the Compensation Committee
of the Board of Directors of
The Pennant Group, Inc.

Adopted & Effective August 27, 2019
Revised August 19, 2026

1. Purposes.

The primary purposes of the Compensation Committee (the "***Committee***") of the Board of Directors (the "***Board***") of The Pennant Group, Inc. (the "***Company***") are to (a) determine or recommend to the Board the cash and non-cash compensation of the Company's executive officers (as defined in the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***")), (b) evaluate the performance of the Company's executive officers, (c) administer or make recommendations to the Board with respect to the administration of the Company's equity-based and other incentive compensation plans; and (d) oversee the preparation of the "Compensation Discussion and Analysis" and the related "Compensation Committee Report" for inclusion in the Company's annual Proxy Statement and Form 10-K.

2. Composition.

(a) At Least Three Members. The Committee shall consist of a minimum of three independent directors as defined in Section 2(b) below. The Board shall designate a Committee member as the chairperson of the Committee ("***Chairperson***") based on the recommendation of the Nominating and Corporate Governance Committee of the Board, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of Committee members.

(b) Independence. All members of the Committee shall be "independent" as determined by the Board and as defined in the listing standards of NASDAQ or such other national securities exchange on which the Company's securities are then listed, as the same may be amended from time to time (the "***listing standards***"), the rules and regulations of the Securities and Exchange Commission (the "***SEC***") and any other laws applicable to the Company. In addition, all Committee members shall qualify as "***non-employee directors***" within the meaning of SEC Rule 16b-3 as promulgated under the Exchange Act, and as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, or such successor provisions. In accordance with listing standards, in determining the independence of Committee members, the Board shall consider all factors specifically relevant to determining whether a Committee member has a relationship with the Company which is material to that Committee member's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of compensation of such Committee member, including any consulting, advisory or other compensatory fee paid by the Company to such Committee member; and (ii) whether such Committee member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

(c) Appointment. Subject to the requirements of the listing standards and the Bylaws of the Company, the Board shall annually appoint Committee members upon the recommendation of the Nominating and Corporate Governance Committee of the Board. Members of the Committee shall serve for one-year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. The Board may fill any vacancies on the Committee and may remove any member of the Committee at any time, with or without cause.

3. Meetings, Reports and Resources of the Committee.

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less than four times per year. The Chairperson or a majority of the Committee members may call meetings of the Committee and the Chairperson will preside, when present, at all meetings of the Committee. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. Meetings may be held in person or via means of remote communications. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the corporate secretary of the Company for inclusion in the Company's minute books. The Committee may meet in separate executive sessions with other directors, the Chief Executive Officer (the "***CEO***") and other Company employees, agents or representatives invited by the Committee, provided, however, that the Company's CEO is not permitted to be present during any Committee or Board meetings during which the Committee deliberates or votes on the CEO's compensation.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter (the "Charter"), the Bylaws, applicable laws or regulations, or the listing standards. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this charter, the Bylaws, applicable laws or regulations, or the listing standards.

(c) Reports. The Committee shall provide to the Board at an appropriate time prior to preparation of the Company's Proxy Statement for its Annual Meeting of Stockholders, a report of the Committee, which report shall be included in such proxy statement. The Committee shall also report to the Board on the major items covered by the Committee as it may determine to be appropriate.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes.

4. Authority and Responsibility.

In furtherance of its purposes, the Committee shall have the following authority and responsibilities:

(a) CEO Compensation. To annually review, evaluate and approve (or make recommendations to the Board for approval) (i) corporate goals and objectives relevant to CEO compensation, (ii) the CEO's performance in light of those goals and objectives, and (iii) the CEO's compensation levels based on this evaluation. In determining or recommending any long-term incentive component of CEO compensation, the Committee should consider factors that the Committee deems appropriate, including the Company's performance and relative shareholder return, the value of similar incentive awards provided to CEOs at comparable companies, and the awards given to the CEO in past years. In evaluating CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") if such a vote is required by Section 14A of the Exchange Act.

(b) Non-CEO Executive Compensation. To annually review, evaluate and approve (or make recommendations to the Board for approval) for the non-CEO executive officers of the Company (i) the annual base salary level, (ii) the annual and/or quarterly incentive opportunity level, if any, (iii) the long-term incentive opportunity level, if any, (iv) employment agreements, severance arrangements, and change of control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental perquisites and benefits. The CEO may be present at any meeting of the Committee at which the Committee deliberates or votes on executive compensation other than CEO compensation. In evaluating and making recommendations regarding executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

(c) Compensation Philosophy. To establish and review the overall compensation philosophy of the Company.

(d) Human Capital Management. To assist the Board in its oversight of the development, implementation, and effectiveness of the Company's policies and strategies relating to its human capital management function, including but not limited to those policies and strategies regarding recruiting, retention, career development and progression, inclusion, and employment practices.

(e) Risk Oversight. To oversee risks related to the Company's compensation policies and practices.

(f) Oversight on Compensation Trends and Programs. To periodically review trends in management and Board compensation and the competitiveness of the Company's executive and director compensation programs: (i) to promote the attraction and retention of director and corporate officers; (ii) to encourage the motivation of the executive officers to achieve the Company's bonus objectives; and (iii) to align the interest of the Company's management with the short- and long-term interests of the Company and its stockholders.

(g) Benefits for Executive Officers. To review and approve the terms and conditions of the compensation and benefits packages for the Company's executive officers.

(h) Director Compensation. To evaluate annually and to recommend to the Board the appropriate level of compensation for Board and committee service by non-employee members of the Board.

(i) Stock Ownership Guidelines. To determine stock ownership guidelines for the Company's executive officers, non-employee directors and monitor compliance with such guidelines.

(j) Officer Evaluations. To oversee the evaluation of the Company's executive officers.

(k) Officer Contracts. To review, approve and evaluate on an annual basis compliance with all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, prerequisites and payments for the executive officers and ensure such agreements are consistent with the Company's general compensation goals.

(l) Oversight of Equity and Incentive Plans. To periodically review and make recommendations to the Board concerning the Company's equity and other incentive compensation plans, including the need to amend existing plans or adopt new plans or arrangements.

(m) Equity Plan Awards. Assist the Board in the administration of the Company's stock option plans and any equity or incentive compensation plans of the Company, and make recommendations to the Board as to stock options grants and other discretionary awards (including restrictions on such grants or awards) under such plans to the executive officers. The Committee shall have all authority of the Board to administer such plans, including the authority to make grants of stock, stock options, restricted stock units, stock appreciation rights or similar awards to executive officers eligible to receive such awards under the Company's equity or incentive compensation plans.

(n) Pension and Retirement Plans. To review periodically the Company's pension and retirement plans, including any supplemental executive retirement plans, and make recommendations to the Board regarding the need to amend existing plans or adopt new ones for the purpose of implementing the Committee's strategy regarding pension and retirement benefits.

(o) Compensation Discussion and Analysis. To oversee preparation of a "compensation discussion and analysis" and a related "compensation committee report" for inclusion in the Company's annual proxy statement and Form 10-K, as required by the rules of the SEC. The Committee shall review and discuss the compensation discussion and analysis with management each year prior to preparing the compensation committee report. As part of this review, the Committee shall consider the results of the most recent Say on Pay Vote vote on executive compensation as required by the regulations promulgated under the Exchange Act.

(p) Frequency of Say on Pay Votes. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's Proxy Statement.

(q) Clawback Policy. To review and administer and/or oversee Company compliance with the Company's clawback policy, and recommend changes to such policy to the Board when necessary. The Committee shall have and shall exercise all the authority of the Board with respect to, and as set forth in, the Company's clawback policy.

(r) Review of Charter and Annual Performance Evaluation. To review this charter periodically and recommend to the Board any changes it considers to be appropriate. The Committee shall conduct an annual evaluation of the Committee's performance and shall present its findings and conclusions to the Board.

(s) Compliance with Legal Requirements. Perform any other functions required by applicable law, rules or regulations, including the rules of the SEC and the rules of any exchange or market on which the Company's securities are traded. The Committee also shall perform such other functions as are delegated to it by the Board from time to time.

(t) Compensation Consultants. To retain or obtain, in the Committee's sole discretion, the advice of a compensation consultant, legal counsel or other adviser, and have the direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser it elects to retain. The Company must provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to its compensation advisers. In addition, the Committee shall, before retaining any compensation adviser, if any, consider factors affecting his or her independence, including the following:

- Other services provided to the Company by the compensation adviser's firm;
- The fees the compensation adviser's firm receives from the Company as a percentage of that firm's total revenue;
- The policies and procedures of the compensation adviser's firm that are designed to prevent conflicts of interest;
- Any business or personal relationship between the compensation adviser and a compensation committee member or an executive officer of the Company; and
- Whether the compensation adviser owns stock in the Company.