

**Charter of the Quality Assurance and Compliance Committee  
of the Board of Directors of  
The Pennant Group, Inc.**

**Adopted and Effective as of August 27, 2019**

**1. Purposes.**

The primary purposes of the Quality Assurance and Compliance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of The Pennant Group, Inc. (the “*Corporation*”) are to:

(a) Promulgate, and update from time to time as appropriate, a written Corporate Compliance Program that substantially conforms to applicable healthcare laws, regulations, professional standards, industry guidelines and the Office of the Inspector General Program Guidance, including written policies, procedures and standards of conduct, as well as disciplinary guidelines to assist officers and employees charged with direct enforcement responsibility;

(b) Promulgate, and update from time to time as appropriate, a written Compliance and Ethics Program Charter that promotes the continual improvement of the Corporate Compliance Program and the regular enhancement of systems for its delivery, measurement and improvement;

(c) Designate a Chief Compliance Officer, and function as the Compliance Committee to which such Chief Compliance Officer reports;

(d) Ensure that means exist for the delivery of appropriate compliance training and education to the officers and employees of the Corporation’s several subsidiaries;

(e) Establish lines of communication for escalating compliance and quality control issues to the Committee and the Board;

(f) Establish a system for internal monitoring and auditing of compliance and quality control issues.

(g) Cause the officers of the Corporation to respond appropriately to compliance and quality control issues.

The Committee may employ or delegate the fulfillment of any of these functions to subcommittees or individual members of the Committee, or to members of Management, but shall in all events retain oversight and responsibility for such functions.

**2. Composition.**

(a) At Least Three Members. The Committee shall consist of a minimum of three directors. 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) Appointment. Subject to the requirements of the listing standards and the bylaws of the Corporation, the Board shall annually appoint Committee members. 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 once a quarter. The Chairperson or a majority of the Committee members may call meetings of the Committee. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. The

meetings may be in person or telephone. 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 Corporation for inclusion in the Corporation's minute books. The Committee may meet in separate executive sessions with other directors and other Corporation employees, agents or representatives invited by the Committee. However, the Committee shall meet regularly without such individuals present.

(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 bylaws, applicable laws or regulations, or the listing standards of NASDAQ. 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 report to the Board any material non-compliance with the laws and regulations that the Corporation's Quality Assurance and Compliance Programs were designed to prevent and shall also periodically report to the Board on the major items covered by the Committee.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Corporation's other directors, management and personnel to carry out the Committee's purposes. The Committee shall have the sole authority to retain and terminate, at the Corporation's expense, any consulting firm to assist it in matters related to the Committee's purposes as detailed in Section 1 above, and to approve the consulting firm's fees and other retention terms. The Committee is also authorized to retain at the Corporation's expense, internal or external legal, accounting or other advisers selected by the Committee for matters related to the Committee's purposes (and to terminate any such external advisers so retained). Any communications for the purpose of seeking legal advice between the Committee and its outside legal counsel will be privileged communications.

#### **4. Authority and Responsibility.**

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

(a) Annual Review of Charter and Performance Evaluation. Review this charter annually 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.

(b) 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 Corporation's securities are traded. The Committee also shall perform such other functions as are delegated to it by the Board from time to time

(c) Chief Compliance Officer. Evaluate at least annually and review and concur with or reject, as necessary, management's appointment, termination, or replacement of the Company's Chief Compliance Officer.

(d) Other Material Events. Apprise the Audit Committee with respect to any matters reported to the Committee that may have a material impact on the Company's business, financial statements or compliance policies