

**CHARTER OF THE
INVESTMENT COMMITTEE
OF THE BOARD OF DIRECTORS OF
BROOKDALE SENIOR LIVING INC.
(AS AMENDED OCTOBER 29, 2021)**

I. PURPOSE OF THE COMMITTEE

The purposes of the Investment Committee (the “Committee”) of the Board of Directors (the “Board”) of Brookdale Senior Living Inc. (the “Corporation”) shall be (i) to review and evaluate, from time to time, the Corporation’s capital structure, financial strategies and capital allocation plans and to make recommendations to the Board with respect thereto, (ii) to review and (if deemed desirable) approve, on behalf of the Board, or recommend that the Board approve (as applicable), certain acquisitions, expansion/development projects, financings, refinancings and other transactions proposed by management, and (iii) to perform such other tasks as may be delegated to it from time to time by the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors, as determined from time to time by the Board. The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. At each regularly-scheduled meeting, management will update the Committee regarding recently-completed and proposed transactions entered into or proposed to be entered into by the Corporation (including any transactions that may have been approved pursuant to authority delegated to the Corporation’s executive officers by the Board). Detailed information regarding any proposed transaction should, to the extent practicable, be distributed to the Committee for review prior to management’s seeking the Committee’s approval of the transaction.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole; and provided further that the Committee shall not delegate to a subcommittee the discharge of its duties and responsibilities referred to in Section IV(a) below.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and provide copies of such minutes to the Board.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the following duties and responsibilities:

(a) to take any and all actions that the Committee may deem necessary or appropriate in order to review and evaluate the following (and to make recommendations to the Board with respect thereto):

- i. the Corporation's capital structure and financial strategies (including debt and equity issuances and repurchases of debt);
- ii. the Corporation's material capital allocation plans and other opportunities or options to create shareholder value, including, without limitation, evaluation of options associated with the Corporation's owned real estate portfolio; and
- iii. the Corporation's dividend and share repurchase policies and programs and other strategies to return capital to shareholders.

(b) to take any and all actions that the Committee may deem necessary or appropriate in order to negotiate, execute and deliver any agreement, or to cause the Corporation to enter into any transaction, to:

- i. acquire or dispose of senior living facilities, assets or businesses, or acquire or dispose of interests in entities that hold such assets or businesses (an "Acquisition/Disposition Transaction");
- ii. expand or modify existing senior living facilities or develop new senior living facilities (an "Expansion/Development Transaction");
- iii. make any other investment, incur any obligation, or engage in any other transaction in furtherance of the Corporation's business or other services related to the Corporation's business (an "Other Transaction");
- iv. obtain financing (or refinancing) for an Acquisition/Disposition Transaction, Expansion/Development Transaction, Other Transaction, or for any other purpose in furtherance of the Corporation's business (a "Financing Transaction"); or
- v. effect an interest rate hedging transaction in connection with, or in anticipation of, any Financing Transaction(s) (a "Hedging Transaction", and collectively with

Acquisition/Disposition Transactions, Expansion/Development Transactions, Other Transactions and Financing Transactions, the “Transactions”);

provided that the amount involved (i.e., with respect to an Acquisition/Disposition Transaction, the gross purchase or sales price or aggregate lease basis or aggregate lease payments involved, whichever is greater) in any single such Transaction does not exceed ***One Hundred and Fifty Million dollars (\$150,000,000)*** (the “Consideration Requirement”); and *provided further*, that, in the case of a transaction involving a joint venture, only the Corporation’s proportionate investment or interest in the transaction will be counted toward the Consideration Requirement.

(c) to review any other Transaction proposed by management and submitted to the Committee for review (irrespective of the Consideration Requirement) and to make recommendations to the Board with respect thereto.

(d) to take any and all actions that the Committee may deem necessary or appropriate in order to negotiate, execute and deliver any agreement to enter into an interest rate hedge or swap in connection with any other transaction that has been previously approved by the Board regardless of amount.

(e) to take, on behalf of the Corporation, such other actions and perform such services or duties as may be referred, assigned or delegated to it from time to time by the Board of Directors.

Notwithstanding anything in this Charter to the contrary, the Committee shall not have or assume, and there is hereby retained and reserved by the Board, any and all powers and duties vested in the Board which, under applicable law or any provision of the Amended and Restated Certificate of Incorporation of the Corporation or the Amended and Restated Bylaws, may not be delegated.

V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities, and may retain, at the Corporation’s expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have full access to members of management, and management shall furnish to the Committee such financial information, projections and other information, support and cooperation as the Committee reasonably requests to conduct its investigations and studies, including access to the Corporation’s investment bankers, counsel, consultants, accountants and other advisors.

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