SONIDA SENIOR LIVING, INC.

Compensation Committee Charter

As adopted by the Board of Directors, effective June 3, 2026

Purpose

The purpose of the Compensation Committee (the "***Committee***") of the board of directors (the "***Board***") of Sonida Senior Living, Inc. (the "***Company***") is to (i) assist the Board in discharging its responsibilities relating to compensation of the Company's executive officers and non-employee directors, (ii) review and recommend to the Board compensation plans, policies and programs and (iii) oversee the professional development and succession planning for the Company's executive officers.

Organization

The Committee shall be comprised of at least three directors, each of whom meets the independence requirements of the New York Stock Exchange (the "***NYSE***") and the Company's Corporate Governance Guidelines and satisfies any additional independence and qualification requirements applicable to compensation committee members, including any requirements imposed by the Securities and Exchange Commission (the "***SEC***") and Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"). In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether such director has a relationship to the Company that is material to such director's ability to be independent from management in connection with the duties of a Committee member, including (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Each member of the Committee shall also satisfy any additional qualifications that the Board determines appropriate, including qualification as a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act to the extent the Board deems such qualification appropriate in connection with the approval of equity-based compensation.

The members of the Committee (i) shall be appointed by the Board taking into account any recommendation of the Nominating and Corporate Governance Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion, subject to any contractual nomination or designation rights then in effect.

The Board shall designate one member of the Committee as Chair. If the Board does not designate a Chair, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair will preside, when present, at all meetings of the Committee and set the agendas for Committee meetings.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Committee may meet at such times as determined by its Chair or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

The Committee may invite to its meetings any director, member of management of the Company and such other persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may meet in executive session as it deems appropriate. The Chief Executive Officer of the Company may not be present during voting or deliberations regarding the Chief Executive Officer's compensation or performance.

The Committee shall maintain minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

Authority

The Committee shall have full access to the Company's books, records, facilities and personnel and shall have authority to obtain advice and assistance from any officer or employee of the Company. The Committee shall also have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor (any such consultant, counsel or advisor, a "***Committee Advisor***") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter.

The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Advisor retained by the Committee and shall have sole authority to approve any such Committee Advisor's fees and other retention terms as well as to terminate any such Committee Advisor. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to any Committee Advisor and for ordinary administrative expenses necessary or appropriate in carrying out its duties and responsibilities.

To the extent required by NYSE rules, the Committee shall select, or receive advice from, any Committee Advisor only after taking into consideration all factors relevant to such advisor's independence from management, including the factors specified by applicable NYSE rules. Nothing in this Charter shall be construed to require any Committee Advisor to be independent, to require the Committee to implement or act consistently with the advice or recommendations of any Committee Advisor or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

The Committee may conduct or authorize investigations into any matters within the scope of its duties and responsibilities as the Committee deems appropriate.

Delegation to Subcommittees

The Committee may form and delegate authority to one or more subcommittees consisting of one or more members of the Committee, to the extent permitted by applicable law and the rules of the NYSE and the SEC.

Responsibilities

In furtherance of its purpose, the Committee shall:

1. Review and approve annually corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation, evaluate at least annually the CEO's performance in light of those goals and objectives and, either as a Committee or together with the other directors who meet the independence requirements of the NYSE, as directed by the Board, determine and approve the CEO's compensation, including salary, bonus, benefits, incentive awards, equity compensation and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.

2. Review and determine, or recommend to the Board for determination, the compensation of the Company's executive officers other than the CEO, including salaries, bonuses, benefits, incentive awards, equity compensation and perquisites.

3. Review and make recommendations to the Board regarding the adoption or material modification of the Company's compensation plans, including incentive compensation plans and equity-based plans that are subject to Board or stockholder approval, and administer or oversee the administration of such plans to the extent delegated to the Committee by the Board or under the terms of the applicable plan.

4. Approve grants and awards of restricted stock, stock options, restricted stock units, performance awards and other forms of cash or equity-based compensation under the Company's stock option, incentive compensation and equity-based plans; approve transactions intended to satisfy Rule 16b-3 under the Exchange Act or other applicable exemptions; and review policies and practices relating to the timing and terms of equity awards, including awards made in proximity to the release of material nonpublic information, as appropriate.

5. Review and approve, for the CEO and other executive officers of the Company, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.

6. Review material employee and management compensation and benefit plans and policies; provided that, except to the extent expressly delegated under the terms of the applicable plan documents or by the Board, the Committee shall not act as plan administrator or fiduciary with respect to any employee benefit plan.

7. Evaluate and recommend to the full Board appropriate compensation for the Company's non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings. Non-employee director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Company's business and the responsibilities of its directors.

8. When required by SEC rules, review and discuss with management the Compensation Discussion and Analysis (the "***CD&A***") required to be included in the Company's annual report on Form 10-K or proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether the CD&A should be included in such annual report on Form 10-K or proxy statement and shall prepare, or cause to be prepared, the compensation committee report required to be included in such annual report on Form 10-K or proxy statement.

9. Review and discuss with management other executive and director compensation-related disclosures required by SEC rules.

10. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.

11. Recommend for approval by the Board how frequently the Company should conduct say-on-pay votes, taking into account the results of any prior stockholder votes on the subject.

12. Review the results of any advisory stockholder votes on executive compensation, the frequency of such votes and, when applicable, golden parachute compensation, and consider whether to recommend adjustments to the Company's executive compensation policies and practices in light of such votes.

13. Develop and implement policies with respect to the recovery or "clawback" of incentive-based compensation, including the Company's compliance with applicable SEC and NYSE requirements relating to the recovery of erroneously awarded compensation, and oversee the application of such policies.

14. Determine stock ownership and retention guidelines for the Company's directors, CEO and other executive officers, monitor compliance with such guidelines and review policies with respect to hedging or pledging of Company securities to the extent related to compensation or ownership guidelines.

15. Review and make recommendations to the Board concerning succession planning for the CEO and, if deemed appropriate, for other senior officers of the Company; such succession planning shall include evaluation of potential successors to the CEO and, if deemed appropriate, to other senior officers and shall include succession in the event of an emergency or the retirement of the applicable officer and shall also include talent development.

16. Review periodically the Company’s strategies and policies related to human capital management, including with respect to talent development, retention, employee engagement and compensation-related aspects of workforce strategy.

17. Report regularly to the Board regarding the activities of the Committee.

18. Conduct an annual performance evaluation of the Committee and, at least annually, review and reassess the adequacy of this Charter, recommending any proposed changes to the Board for approval.

19. Perform such other duties and have such other responsibilities, consistent with this Charter, the Company’s bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.