

National HealthCare Corporation
2023 ANNUAL MEETING OF SHAREHOLDERS
May 4, 2023
RULES OF CONDUCT AND PROCEDURES

Thank you for joining the 2023 Annual Meeting of Shareholders (the “Annual Meeting”) of National HealthCare Corporation (the “Company”). The Annual Meeting will be held at 3:00 p.m. CDT on Thursday, May 4, 2023 (the “meeting time”). These Rules of Conduct and Procedures shall apply only to the 2023 Annual Meeting (the “Rules of Conduct”).

It is the Company’s desire to conduct a safe and informative Annual Meeting. In that interest, and in the interest of conducting a fair and orderly meeting, the Company intends to observe these Rules of Conduct. Any deliberate violation of these Rules of Conduct or an attempt to disrupt the meeting will be considered cause for expulsion from the meeting or the question-and-answer session. The Chairman will exercise his judgment on any procedural matters not addressed in these Rules of Conduct. Thank you for your cooperation.

1. Meeting Conduct and Agenda. Our Company’s bylaws describe requirements for meetings of our shareholders and the Chair of the Annual Meeting will conduct the meeting consistent with those requirements. The Chair will strictly follow the Agenda as we conduct the meeting.
2. Shareholder Participation. Because this is a meeting of our shareholders, only our shareholders are permitted to vote and submit questions during the Annual Meeting. You need to have held stock as of the close of business on the record date of March 7, 2023 to ask questions or vote at the Annual Meeting.
3. Voting and Proposals. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote. There are three proposals to be voted on at the Annual Meeting.
4. Questions.
 - A. At the conclusion of the Company business update, the Company will address appropriate general questions from shareholders regarding the Company. Those attending the Annual Meeting may ask questions at the appropriate time. All questions and comments must be directed to the Chair. To allow the Company to answer questions from as many shareholders as possible, we will limit each shareholder to two questions. It will help if questions are succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.
 - B. Shareholder questions are welcome, but conducting the business set out in the Agenda for the benefit of all shareholders will be paramount. The Company does not intend to address any questions that are not appropriate for the Annual Meeting which could include, among other things, questions that are:

- irrelevant to the business of the Company or to the business of the Annual Meeting;
- related to material non-public information of the Company;
- related to personal matters or grievances or are in furtherance of the shareholder's personal or business interests;
- include derogatory references to individuals or that are otherwise in bad taste;
- contain repetitious statements already made by another shareholder;
- relate to pending or threatened litigation;
- deal with tangentially related general economic, political or other opinions or facts;
- proposals or director nominations that were not previously submitted properly under SEC Rule 14a-8 or in accordance with the Company's advance notice or proxy access By-Law provisions, as applicable; or
- are out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Corporate Secretary in their discretion. The Chair's determination as to the relevancy or appropriateness of a question or comment will be binding.

C. The question-and-answer session will not exceed ten (10) minutes and may be shorter depending on the length of the balance of the Agenda.

D. Answers to all questions that are otherwise appropriate, including those that cannot be answered during the Meeting due to time constraints or other reasons, may, in Management's discretion, be posted and answered online under the Investor Relations section of the Company's website as soon as practicable after the Meeting.

5. Company/Business Update: Following adjournment of the formal business of the Annual Meeting, the Company's management will give a presentation about the Company's business.
6. Disorder; Technical Malfunction. In the event of disorder, technical malfunction, or other significant problem that disrupts the meeting, the Chairman may adjourn, recess or expedite the Annual Meeting or take such other action that the Chairman or Secretary determines is appropriate in light of the circumstances.
7. No Personal Recordings. Use of cameras, audio or video recording equipment, or sharing, communication devices, or any other similar equipment or means is prohibited without the written permission of the Company.

Thank you for your cooperation and for joining the Company at the Annual Meeting.