

MINUTES OF THE ANNUAL MEETING OF THE SHAREHOLDERS OF NATIONAL HEALTHCARE CORPORATION

May 9, 2019

Pursuant to notice, which was forwarded to all shareholders on or about April 18, 2019, along with the Proxy Statement and Annual Report on Form 10-K, the shareholders of National HealthCare Corporation met for their Annual Meeting, commencing at 4:00 PM CDT, on Thursday, May 9, 2019, in the NHC Room on the 14th Floor of City Center in Murfreesboro, Tennessee. An attendance sheet representing all shareholders individually present is attached to these minutes as Exhibit A, and the Notice of Annual Meeting with Proxy Statement is attached as Exhibit B (the "Proxy Statement").

Mr. Robert G. Adams called the Meeting to order and on voice vote, Robert G. Adams was elected Chairman and Josh A. McCreary Secretary of the Meeting.

Mr. Adams asked Mr. McCreary whether a quorum was present. Mr. McCreary reported receipt of 10,925,301 Proxies to vote or abstain from voting of the 15,303,990 shares issued, outstanding and entitled to vote. This constituted 71.38 percent and thus a quorum was present. A summary of the vote tabulation as submitted by Broadridge is attached as Exhibit C.

Mr. McCreary opened the business portion of the meeting and next reviewed the minutes from the May 3, 2018 Annual Meeting of the Shareholders, which were posted on the NHC website under the Investor Information section. Following a motion and a second, the minutes were approved on voice vote.

Mr. McCreary next stated that representatives from the Company's independent auditors, Ernst & Young, LLP, were present at the meeting and available to answer questions.

Mr. McCreary then described the single proposal being voted on by the shareholders – to re-elect directors. He stated that an affirmative vote of a majority of the votes present in person or by proxy and entitled to vote at the meeting was required to elect the directors. He then moved that the shareholders approve Proposal 1 as described in the Proxy Statement. The shareholders present were asked whether any desired to change their proxy or vote their shares at this meeting. After a time for questions, the shareholders approved the following resolution by the Proxy Holder as indicated below.

Proposal #1:

BE IT RESOLVED that the shareholders of National HealthCare Corporation hereby re-elect Stephen F. Flatt and Richard F. LaRoche, Jr. as directors to hold office for a three (3) year term and until their successors have been duly elected and qualified;

<u>Nominee</u>	<u>Voting For</u>	<u>Withholding Authority</u>	<u>Percent For</u>
Stephen F. Flatt	10,643,777	281,524	97.42
Richard F. LaRoche, Jr.	8,905,698	2,019,603	81.51

Mr. McCreary adjourned the business portion of the meeting and introduced President and Chief Operating Officer Mike Ussery. Mr. Ussery reviewed the Company's 2019 operational performance, touching upon long-term care operations, homecare operations, and accounting and financial services provided to third parties. His comments also included a summary of service quality and financial performance. Mr. Ussery then introduced CEO Steve Flatt.

Mr. Flatt reviewed various milestones and achievements of the Company for 2018, including recent purchases and bed additions to the Company's portfolio. Mr. Flatt then gave an update on 2019 development projects. He then turned the meeting over to Chairman Robert G. Adams.

Chairman Robert G. Adams made some summary remarks and asked if the shareholders had any questions. Then he announced that effective with the 3rd Quarter dividend payment for common shareholders of record on June 28, 2019, there would be a 4.0% (\$.02) increase in the dividend (increased to \$0.52 per share).

Lastly, Chairman Adams recognized the retirement of Lawrence C. Tucker from the Board of Directors. The shareholders applauded his dedication to the NHC Board. Mr. Tucker became a Director in 1998 and the Board greatly appreciates his more than two decades of service.

There being no further business, the meeting was adjourned. Respectfully submitted this 9th day of May, 2019.

ATTEST:


Robert G. Adams, Chairman


Josh A. McCreary, Secretary