

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

May 6, 2021

Pursuant to notice, which was forwarded to all shareholders on or about April 5, 2021, along with the Proxy Statement and Annual Report on Form 10-K, and subsequent notice posted on the NHC website and described in the proxy statement, the shareholders of National HealthCare Corporation met virtually for their Annual Meeting, commencing at 4:00 PM CDT, on Thursday, May 6, 2021, using a platform created by Broadridge Financial Solutions, Inc. via www.virtualshareholdermeeting.com/NHC2021. Key meeting presenters met in the NHC Room on the 9th Floor of City Center in Murfreesboro, Tennessee. An attendance sheet representing all shareholders electronically present is attached to these minutes as Exhibit A, and the Notice of Annual Meeting with Proxy Statement are attached collectively as Exhibit B (together, the "Proxy Statement").

Mr. Robert G. Adams called the Meeting to order and announced he would serve as Chairman and Josh A. McCreary would serve as Secretary of the Meeting. Mr. Adams verbally outlined the agenda of the meeting and highlighted portions of the Rules of Conduct and Procedures, previously posted on the NHC website, including how to ask questions and how to vote. He then introduced members of the Board of Directors and representatives from the Company's independent auditors, Ernst & Young, LLP, who were present on a monitored phone line and available to answer questions.

Mr. Adams asked Mr. McCreary whether a quorum was present. Mr. McCreary reported receipt of 11,892,904 Proxies to vote or abstain from voting of the 15,379,285 shares issued, outstanding and entitled to vote. This constituted 77.33 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 announced the review and approval of the minutes from the May 7, 2020 Annual Meeting of the Shareholders, which were previously posted on the NHC website under the Investor Information section.

Mr. McCreary then described the proposal being voted on by the shareholders as more specifically detailed in the proxy:

For Proposal #1, The shareholders were voting to re-elect J. Paul Abernathy and Robert G. Adams to the Board of Directors for 3-year terms. The Board of Directors recommended shareholders vote FOR the reelection of Directors Abernathy and Adams.

Mr. McCreary announced the opening of the voting feature through the web portal and allowed shareholders to vote or change their vote. After a time for voting, the voting feature was closed. Mr. McCreary announced that in light of the preliminary vote totals voted by the Proxy Holder, the preliminary results showed that the proposal was approved by the requisite vote of the company's stockholders, but that the final vote would be reflected in an appropriate SEC filing. A full tally of these votes is shown below.

Proposal #1:

BE IT RESOLVED that the shareholders of National HealthCare Corporation hereby re-elect J. Paul Abernathy and Robert G. Adams as directors to each hold office for a three (3) year term and until their successors have been duly elected and qualified:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>
J. Paul Abernathy	7,375,593	449,095	4,068,216
Robert G. Adams	11,347,966	159,261	385,677

Mr. McCreary adjourned the business portion of the meeting and introduced Chief Executive Officer Steve Flatt to speak on the COVID-19 pandemic. Mr. Flatt spoke to clinical/operational effects and financial impacts of the pandemic. Mr. Flatt concluded his talking points and introduced President and Chief Operating Officer Mike Ussery.

Mr. Ussery reviewed the Company's 2021 operational performance, highlighting special moments our partners and those they care for experienced during 2020 and with the ongoing COVID-19 pandemic. His comments also included a summary of service quality and financial performance. Mr. Ussery then invited Mr. Flatt to relay annual accomplishments.

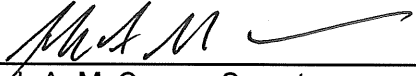
Mr. Flatt next reviewed various milestones and achievements of the Company for 2020, including recent purchases and bed additions to the Company's portfolio and customer and employee satisfaction awards. Mr. Flatt then gave an update on 2021 development projects. He then turned the meeting over to Chairman Robert G. Adams.

Chairman Robert G. Adams made summary remarks and asked if the shareholders had any questions, stating that they could be submitted through the online portal. No questions were submitted.

There being no further business, the meeting was adjourned at 4:34 PM CDT. Respectfully submitted this 6th day of May, 2021.

ATTEST:


Robert G. Adams, Chairman


Josh A. McCreary, Secretary