

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

May 5, 2022

Pursuant to notice, which was forwarded to all shareholders on or about March 25, 2022, along with the Proxy Statement and Annual Report on Form 10-K, the shareholders of National HealthCare Corporation met both live and virtually for their Annual Meeting, commencing at 3:00 PM CDT, on Thursday, May 5, 2022. The Annual Meeting was held in a hybrid format so that shareholders had the option to attend either in person on the 14th floor of the City Center building in Murfreesboro, TN or virtually through a platform created by Broadridge Financial Solutions, Inc. via www.virtualshareholdermeeting.com/NHC2022. An attendance sheet representing all shareholders present in person and virtually 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").

Before the meeting was formally called to order by the Chairman, Mr. McCreary informed the shareholders attending the meeting that some would be joining in person and others virtually. He took a few minutes to orient those joining virtually to the web platform, and then introduced Chairman Robert G. Adams.

Mr. 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, as previously posted on the NHC website and found on the web meeting platform. He then introduced members of the Board of Directors and representatives from the Company's independent auditors, Ernst & Young, LLP, who were either present in person or 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 12,754,153 Proxies to vote or abstain from voting of the 15,471,331 shares issued, outstanding and entitled to vote. This constituted 82.37 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 declared the virtual polls to be open. He then announced the review and approval of the minutes from the May 6, 2021 Annual Meeting of the Shareholders, which were posted on the NHC website under the Investor Information section. A motion was made to approve the minutes as posted. The motion received a second and passed unanimously.

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 Stephen F. Flatt, Richard F. LaRoche, and Sandra Y. Trail to the Board of Directors for 3-year terms. The Board of Directors recommended shareholders vote FOR the reelection of Directors Flatt, LaRoche, and Trail.

Mr. McCreary announced that the voting feature through the web portal remained open and allowed shareholders present in person and virtually 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 show 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 Stephen F. Flatt, Richard F. LaRoche, and Sandra Y. Trail 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>Against</u>	<u>Abstain</u>
Stephen F. Flatt	12,541,878	206,722	5,553
Richard F. LaRoche	11,359,141	1,391,262	3,750
Sandra Y. Trail	12,632,595	107,030	14,528

Mr. McCreary adjourned the business portion of the meeting and introduced Chief Executive Officer Mr. Stephen F. Flatt to give a Company report. Mr. Flatt reviewed Company operations and provided a 2021 financial performance summary. Mr. Flatt concluded his Company report presentation and introduced President and Chief Operating Officer Mr. R. Michael Ussery.

Mr. Ussery reviewed the Company's operational performance and highlighted service quality and achievements in the Company's homecare and hospice divisions. Mr. Ussery then invited Mr. Flatt to address development activity.

Mr. Flatt provided an update on recent development projects including new ventures in behavioral health. 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.

Finally, Chairman Adams announced a 3.6% dividend increase which had been approved by the Board of Directors.

There being no further business, the meeting was adjourned. Respectfully submitted this 5th day of May, 2022.

ATTEST:


Robert G. Adams, Chairman


Josh A. McCreary, Secretary