

**NATIONAL HEALTH INVESTORS, INC.**  
**REVISED COMPENSATION COMMITTEE CHARTER**

**Purpose**

The purpose of the Compensation Committee of the Board of Directors (the “Committee”) of National Health Investors, Inc. (the “Company”) is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and to review and approve senior officers’ compensation. The Committee also shall produce, if necessary, an annual report on executive compensation for inclusion in the Company’s annual proxy statement. The Committee shall make regular reports to the Board of Directors and shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board.

**Power and Duties**

The powers and duties of the Committee are as follows:

1. The Committee shall review the alignment of executive compensation and benefit programs, policies and practices with Company values and strategy and the creation of value for stockholders.
2. The Committee shall oversee and review executive compensation programs, benefits, policies and practices with a view to attract, motivate and retain qualified executive officers and other key employees of the Company and make recommendations to the Board of Directors with respect to compensation, incentive compensation plans and equity-based plans for directors and officers of the Company.
3. The Committee shall review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and determine the compensation of the Chief Executive Officer based on this evaluation. In determining the long-term incentive component of Chief Executive Officer compensation, the Committee will consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
4. The Committee shall review and determine individual compensation and incentive arrangements (including any equity-based awards and employment or severance agreements) for the senior executive officers of the Company employed in policy making capacities.
5. The Committee shall review new executive compensation programs; review on a periodic basis the operation of the Company’s executive compensation programs to determine whether they are appropriately coordinated; and establish and periodically review policies for the administration of executive compensation programs.
6. The Committee shall review annually policies in the area of management perquisites and benefits.

7. The Committee shall direct its Chair to meet with the Chief Executive Officer of the Company to discuss the annual evaluation of the Chief Executive Officer's performance.
8. The Committee shall review annually its own performance.
9. The Committee shall have the sole authority to retain and terminate any compensation consultant or other advisor used to assist in the evaluation of director, CEO or executive officer compensation, including sole authority to approve any such fees and other retention terms.
10. The Committee shall make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.
11. The Committee shall review and discuss annually with management the CD&A required by Item 402 of Regulation S-K and, based on such review and discussion, determining whether to recommend to the Board that the CD&A be included in the Company's annual report or proxy statement.
12. The Committee shall have the authority to oversee the Company's response to regulatory developments affecting compensation. The Committee shall, along with the Nominating and Governance Committee, be responsible for reviewing and making recommendations to the Board regarding the Company's response to stockholder proposals related to compensation matters for inclusion in the Company's annual proxy statement.
13. The Committee may consult with other Board members as it sees fit in performing the duties set forth in this Charter.
14. The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members, consistent with applicable law and the Company's Articles of Incorporation and By-Laws. Any such subcommittee shall report any action to the full Committee at its next meeting.

## **Meetings**

The Committee shall meet whenever it deems necessary or appropriate, but at a minimum two times per year, either in person or telephonically. Special meetings of the Committee may be called on two hours notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board. The Committee may also act by unanimous written consent. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

Members of management shall be invited to attend Committee meetings at the discretion of the Committee Chairman. The Committee shall hold an executive session at each regularly scheduled meeting. During at least some portion of each executive session, no non-Committee member of the Board or member of management shall be present.

### **Composition of the Committee**

The Committee shall be comprised of not less than three Board members, each of whom shall (i) meet the independence requirements of the New York Stock Exchange and of the Governance Plan, (ii) be a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934 as amended, and the rules thereunder, and (iii) be an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended and the regulations thereunder. Each member of the Committee shall be elected by the Board annually and shall serve until the earlier to occur of her or his resignation or removal or the election and qualification of such member’s successor. Unless a Chair of the Committee is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Any member of the Committee may be removed with or without cause by a majority of the Board. All vacancies in the Committee shall be filled by the Board.

Revised: August 17, 2009