

**LTC PROPERTIES, INC.**  
**LEAD INDEPENDENT DIRECTOR CHARTER**

**I. PURPOSE**

The position of Lead Independent Director was created to enhance the Board of Directors' ability to fulfill its responsibilities independently of company management. A Lead Independent Director has the power to call and conduct meetings of independent directors.

The Lead Independent Director will preside at Board meetings when the Chairman is not present and any Vice Chairman is not present, including executive sessions of the independent directors, will act as a liaison between the Chairman and the independent directors, provide input on meeting agendas, meeting schedules and information sent to the Board, has the authority to call meetings of the independent directors, and if requested, will be available for consultation and direct communication with major shareholders.

The Lead Independent Director will also perform other duties as requested by the Board or by the majority of independent directors.

The Lead Independent Director shall be given full and direct access to the Company's Chairman of the Board, Company executives and independent accountants as necessary to carry out these responsibilities. However, the Lead Independent Director's function is one of oversight only and shall not relieve the Company's management of its responsibilities.

**II. APPOINTMENT OF THE LEAD INDEPENDENT DIRECTOR**

The Lead Independent Director will be appointed as provided in the Company's Corporate Governance Guidelines.

**III. RESPONSIBILITIES AND DUTIES**

The Lead Independent Director is an independent director who is designated by the Board to lead the Board to fulfill its duties effectively, efficiently and independent of management. Specifically, the Lead Independent Director is responsible for certain functions as follows:

**Enhance Board Effectiveness**

1. Serve as a liaison between the independent directors and the Chairman.
2. Ensure the independent directors have adequate resources, especially by way of full, timely and relevant information to support their decision-making requirements.
3. Recommend to the Chairman the retention of consultants or other experts who would report directly to the Board, unless the retention of such consultants or other experts is delegated to a Board committee by such committee's charter.

### **Manage the Board**

4. In the absence or inability of the Chairman or any Vice Chairman to act, the Lead Independent Director shall temporarily perform those duties of the Chairman pertaining to Board functions until the Chairman or any Vice Chairman is again able to perform the Chairman's duties or a new Chairman is elected by the Board.
5. Provide input to Chairman on preparation of agendas for Board meetings.
6. The Lead Independent Director has the authority to call meetings of the independent directors and otherwise ensure that independent directors meet at least annually to discuss issues without Management present.
7. If requested by shareholders, the Lead Independent shall ensure that he or she is available, when appropriate, for consultation and direct communication.

### **Liaison between Board and Management**

8. The Lead Independent Director shall be informed by, and counsel with, the Chairman and Chief Executive Officer on major strategy, policy, and management matters and shall be informed of major problems of the Company.
9. Communicate to Management as the Lead Independent Director deems appropriate the results of private discussions among independent directors.
10. The Lead Independent Director shall be available to advise and counsel the Chief Executive Officer, if such officer is not also Chairman, on any matter relating to the Company.
11. The Lead Independent Director shall offer the Chief Executive Officer, if such officer is not also Chairman, counsel as to special interests and concerns of Directors and will act as the principal liaison between the independent directors and the Chairman.

*Ratified May 27, 2020*