

## SUNRISE SENIOR LIVING, INC.

### RECOUPMENT POLICY

It is the policy of the Board of Directors of Sunrise Senior Living, Inc. (the "Company") that, in the event of a restatement of the Company's consolidated financial statements (occurring after the Effective Date of this policy) that reduces previously reported net income or increases previously reported net loss, the Compensation Committee of the Board of Directors of the Company (or such other committee comprised of independent directors as determined by the Board of Directors) shall:

(i) review all bonus and other equity and non-equity compensation awarded to the Company's officers the grant of which was tied to the achievement of one or more specified earnings targets (e.g., revenue, gain on sale, equity in earnings in unconsolidated communities, G&A expense, operating income, net income, etc.) with respect to the period for which such financial statements are or will be restated, regardless of whether the officer engaged in any misconduct or was at fault or responsible in any way for causing the restatement, and

(ii) take appropriate action, to the extent deemed advisable by the Compensation Committee (or such other independent committee), to recoup from any such officer any such bonus or other compensation (or portion thereof) if, as a result of such restatement, the officer otherwise would not have received such bonus or other compensation (or portion thereof).

In the event the officer fails to make prompt reimbursement of any such bonus or other compensation which the Company is entitled to recoup, and as to which the Company seeks recovery, under this policy, the Company shall have the right to: (i) deduct the amount to be reimbursed under this policy from the compensation or other payments due to the officer from the Company; or (ii) take any other appropriate action to recoup such payments. For purposes of this policy, "officer" means any person appointed as an officer of the Company by the Board of Directors of the Company.

Effective Date: July 15, 2008

## COMPLIANCE CERTIFICATE

The undersigned hereby certifies that he/she has read and understands, and agrees to comply with and be bound by the terms of, the Sunrise Senior Living, Inc. Recoupment Policy, a copy of which was distributed with this certificate.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Please Print)

\_\_\_\_\_  
Title

**This signed and completed form must be returned within 30 days of receiving this Policy. Failure to do so will not affect the applicability of the policy or any of its provisions to you.**