

SUNRISE SENIOR LIVING, INC.

NOMINATING COMMITTEE CHARTER

Effective March 16, 2008

Purpose

The Nominating Committee is appointed by the Board to (1) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors and by recommending to the Board the director nominees for the next annual meeting of stockholders; (2) recommend to the Board director nominees for each Board committee; and (3) assist the Board in respect of such other matters as are set forth in this Charter and as may be delegated by the Board to the Nominating Committee from time to time.

Committee Membership

The Nominating Committee shall consist of no fewer than three members of the Board. The members of the Nominating Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) applicable to nominating/corporate governance committees thereunder.

The members of the Nominating Committee shall be appointed by the Board on the recommendation of the Nominating Committee. The members of the Nominating Committee may be replaced by the Board. Membership on the Nominating Committee shall be subject to the committee member rotation policy set forth in the Company's Corporate Governance Guidelines.

Committee Powers, Authority, Duties and Responsibilities

1. The Nominating Committee shall evaluate the qualifications of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's bylaws, consistent with criteria approved by the Board, and recommend to the Board the nominees for election at the next annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.
2. The Nominating Committee shall annually recommend to the Board director nominees for each Board committee, taking into account the membership requirements set forth in Board committee charters, as well as the listing standards of the NYSE and applicable laws, rules and regulations, including with respect to the Compensation Committee, whether Compensation Committee members meet the definitions of (a) a “non-employee director” within the

meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

3. The Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms. The Nominating Committee shall also have the authority to obtain advice and assistance from internal or outside legal counsel or other advisors.
4. The Nominating Committee may form and delegate authority to subcommittees if determined to be necessary or advisable.
5. The Nominating Committee shall make reports to the Board at its next regularly scheduled meeting following the meeting of the Nominating Committee accompanied by any recommendation to the Board.
6. The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. The Nominating Committee shall annually review its own performance.
8. The Nominating Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

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Adopted by the Board of Directors on March 16, 2008.