Charter of the Audit Committee
of the Board of Directors of
The Ensign Group, Inc.

Adopted & Effective April 26, 2007
Last Revised October 29, 2015

1. Purposes.

The primary purposes of the Audit Committee (the "***Committee***") of The Ensign Group, Inc. (the "***Company***") are to oversee on behalf of the Company's Board of Directors (the "***Board***"): (a) the conduct of the Company's financial reporting process and the integrity of the Company's audited financial statements and other financial information provided by the Company to any governmental or regulatory body; (b) the functioning of the Company's internal controls; (c) the engagement, replacement, compensation, qualifications, independence and performance of the Company's independent auditors, and the conduct of the annual independent audit of the Company's financial statements; and (d) the oversight of the portions of the Company's Code of Ethics and Business Conduct that relate to the integrity of the Company's financial reports. The Committee's function is one of oversight only and shall not relieve the responsibilities of the Company's management for preparing financial statements that accurately and fairly present the Company's financial results and condition, or the responsibilities of the independent auditors relating to the audit or review of financial statements.

2. Composition.

(a) At Least Three Members; Chairperson. The Committee shall consist of a minimum of three independent directors as defined in Section 2(b) below, or such lower number as may be allowed by the listing standards of NASDAQ or such other national securities exchange on which the Company's securities are then listed, as the same may be amended from time to time (the "***listing standards***"). The Board shall designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of the Committee members.

(b) Independence. All members of the Committee shall be "***independent***" as determined by the Board and as defined in the listing standards, Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), any other rules or regulations of the Securities and Exchange Commission (the "***SEC***") and any other laws applicable to the Company, subject to any transition rules under the listing standards.

(c) Financial Literacy. Each member of the Committee shall, upon appointment to the Committee, be able to read and understand fundamental financial statements, including balance sheets, income statements and cash flow statements. At least one member of the Committee shall be an "***audit committee financial expert***" as defined in applicable SEC rules and regulations, or otherwise meet the "***financial sophistication***" requirements set forth in the listing standards.

(d) Appointment. Subject to the requirements of the listing standards and the Bylaws of the Company, the Committee members shall be appointed by the Board, upon recommendation of the Nomination Committee of the Board, for one-year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. The Board may fill any vacancies on the Committee and may remove any member of the Committee at any time, with or without cause.

3. Meetings; Reports and Resources of the Committee.

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less frequently than quarterly. The Chairperson of the Committee or a majority of the Committee members may call meetings of the Committee. The Committee also may hold special meetings or act by unanimous written consent as the Committee may decide. The meetings may be in person or by telephone. The Committee periodically shall meet separately with management, persons (if any) performing internal audit functions, and the independent auditors. The

Committee may request any officer or employee of the Company, the Company's legal counsel, the Committee's independent counsel or the Company's independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The foregoing notwithstanding, the Committee also may exclude from its meetings any persons it deems appropriate including, but not limited to, any director who is not a member of the Committee.

(b) Procedures. The Committee may establish its own procedures in a manner not inconsistent with this Charter, the Company's Bylaws, applicable laws or regulations, or the listing standards. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company's Bylaws, applicable laws or regulations, or the listing standards.

(c) Minutes and Reports. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company's minute books. The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee also shall make regular reports to the Board regarding, among other things, any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, and the performance of the Company's internal audit function (if applicable). The Committee shall provide to the Board at an appropriate time prior to preparation of the Company's proxy statement for its Annual Meeting of Stockholders, a report of the Committee, which report shall be included in such proxy statement. The report shall include such information as may be required under the SEC's rules and regulations.

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel, as well as to the Company's books, records and facilities, to carry out the Committee's purposes. The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate independent legal, accounting or other experts or advisers selected by the Committee for matters related to the Committee's purposes. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, compensation to any independent legal, accounting or other experts or advisers employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.

4. Authority and Responsibilities; Limitation of the Committee's Role.

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and for their accuracy, and the Company's outside auditors are responsible for auditing those financial statements. While the Committee has authority and oversight under this Charter, it is not the responsibility of the Committee to plan or conduct the audit. In the absence of their possession of reason to believe that such reliance is unwarranted, the members of the Committee may rely without independent verification on the information provided to them and on the representations made by the Company's management and the Company's outside auditors. Accordingly, the Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Committee's authority and oversight responsibilities do not assure that the audits of the Company's financial statements have been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the Company's outside auditors are in fact independent.

Additionally, the Committee recognizes that financial management, as well as the Company's outside auditors, have more time, knowledge and more detailed information concerning the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to work of the Company's outside auditors. Furthermore, auditing literature, particularly AUC Section 930, defines the term

"review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term "review" as applied to the Committee in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

In discharging its oversight role, the Committee encourages free and open communication among the Committee, the Company's outside auditors, and management. The Committee is empowered to investigate any matter brought to its attention with all requisite access to all books, records, facilities and personnel of the Company and to the Company's auditors and outside legal counsel. The Committee has the power to retain separate outside counsel, auditors or other experts or advisors, different from the Company's regular outside counsel, auditors and other experts and advisors, and will receive adequate funding from the Company to engage such counsel, auditors, experts and advisors. The Committee shall have the sole authority to retain, compensate, terminate and oversee the Company's outside auditors and the outside auditors are ultimately accountable to the Committee. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's Bylaws and applicable laws and regulations.

The following functions and responsibilities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible to best react to changing conditions and circumstances, and that the Committee should take appropriate actions to set the overall corporate tone for quality financial reporting, sound business risk practices and ethical behavior.

The duties and responsibilities of the Committee shall include the following:

(a) Be directly responsible and have sole authority for the appointment, evaluation, compensation, retention, termination and oversight of the work of the Company's independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee.

(b) Based on policies and procedures developed by the Committee, approve in advance all auditing services (which may include providing comfort letters in connection with securities underwritings) and non-audit services (other than those prohibited under Section 201 of the Sarbanes-Oxley Act of 2002 (the "Act") and the rules promulgated thereunder) to be provided by the independent auditors to the Company with such de minimus exceptions as are permitted under the Act and other applicable law. The Committee may delegate to one or more designated members of the Committee the authority to grant such preapprovals, provided that the decision of any member to whom authority is so delegated shall be presented to the full Committee at its next scheduled meeting. Without limiting the generality of the foregoing, the Committee shall review all tax services with respect to, among other things, their impact on the independence of the independent auditors.

(c) Confirm that the Company's independent auditors neither employ, nor allow to participate in the Company's audit in any capacity, the Company's Chief Executive Officer, Controller, Chief Financial Officer or any person serving in an equivalent position for the Company for the one-year period preceding the date of the initiation of the audit.

(d) Set clear policies for the Company's hiring of employees or former employees of the independent auditors.

(e) Annually evaluate the independence of the Company's independent auditors, including whether the independent auditors' quality controls are adequate and whether the provision of non-audit services by such auditors is compatible with maintaining the auditors' independence, and present the Committee's conclusions to the full Board on at least an annual basis. As part of such evaluation, the Committee shall:

- receive the written disclosures and letter from the Company's independent auditors required by PCAOB Ethics and Independence Rule 3526, *Communication With Audit Committees Concerning*

Independence, as modified or supplemented, and discuss with the auditors any issues required to be discussed regarding their objectivity and independence;

- review and evaluate the lead partner of the independent auditors;
- assure regular rotation of the lead and concurring audit partners and that they have not performed audit services for the Company during such periods as are prescribed by Section 203 of the Act and the rules promulgated thereunder; and
- confirm that the independent auditors are registered with the Public Company Accounting Oversight Board.

(f) Annually evaluate the qualifications and performance of the Company's current independent auditors and, based on such evaluation and the evaluation of the auditors' independence, determine whether the current auditors should be reappointed or replaced and the selection of any replacement.

(g) Meet with the independent auditors and financial management of the Company in advance of the annual audit to review the proposed scope of the annual audit, the proposed scope of the quarterly reviews and the procedures to be followed in conducting the audit and the reviews.

(h) Review and discuss with the Company's independent auditors reports of (i) all critical accounting policies and practices to be used, (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Company's independent auditors and (iii) other material written communications between the Company's independent auditors and the management of the Company, such as any management letter or schedule of unadjusted differences.

(i) Review and discuss with the independent auditors any audit problems or difficulties the accountants may have encountered during the annual audit, including any restrictions placed on the scope of the audit, difficulties obtaining required information, significant areas of disagreement with management, areas where the planned scope of the audit was changed because of concerns or difficulties, significant audit adjustments and any other matters required to be discussed by PCAOB Auditing Standard No. 16, *Communications with Audit Committees*, as modified or supplemented, and Rule 10A(k) under the Securities Exchange Act of 1934, as amended.

(j) Review and discuss, prior to filing, with the Company's financial management and independent auditors, the financial statements contained in the Company's Annual Report on Form 10-K and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition, Risk Factors and Results of Operations." Discuss any significant financial judgments made in connection with the preparation of such financial statements. Receive assurances from the Company's financial management that the financial statements proposed to be included in the Company's Annual Report contain no material misstatements and receive assurances from the independent auditors that, in the course of their audit, they learned of no material misstatements. If deemed appropriate, after consideration of the reviews and assurances, recommend to the Board that the financial statements be included in the Annual Report on Form 10-K.

(k) Review and discuss, prior to filing, with the Company's financial management and independent auditors, the financial statements contained in the Company's Quarterly Reports on Form 10-Q and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Receive assurances from the Company's financial management that the financial statements included in the Company's reports do not contain any material misstatements and receive assurances that the auditors learned of no material misstatements in the course of their review of such financial statements.

(l) Review with the Chief Executive Officer and the Chief Financial Officer the Company's disclosure controls and procedures and, at least quarterly, management's conclusions about the efficacy of such disclosure

controls and procedures, including any deficiencies in or material non-compliance with such controls and procedures.

(m) Discuss at least annually with the Company's independent auditors the adequacy and effectiveness of the Company's internal controls over financial reporting. Review the management letters issued by the independent auditors and management's response thereto. Periodically assess any action management has taken or progress it has made in addressing issues raised by the independent auditors.

(n) Discuss at least annually with the Company's financial management the effectiveness of the Company's disclosure controls and procedures and its internal accounting controls over financial reporting, including anti-fraud controls.

(o) Review and discuss with management, prior to release, the Company's earnings press releases (including the use of non-GAAP financial measures therein) as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's responsibility to discuss earnings releases as well as financial information and earnings guidance may be done generally - i.e., discussions of the types of information to be disclosed and the type of presentation to be made.

(p) Periodically discuss with management and the independent auditors the effect of regulatory and accounting developments and any off-balance sheet structures on the Company's financial statements.

(q) Review the responsibilities, budget and staffing of the Company's financial management and the quality of the Company's financial and accounting personnel.

(r) Periodically review and update any business ethics policy or code of conduct adopted by the Company for which oversight has been assigned to the Committee and ensure that management has established a system to enforce any such policy or code of conduct.

(s) Oversee compliance with the Company's Code of Conduct and Business Ethics for the Chief Executive Officer and Senior Financial Officers and report on such compliance to the Board.

(t) Oversee the Company's compliance with Section 404 of the Act.

(u) Review with management, including the Chief Executive Officer and Chief Financial Officer, and the Company's independent auditors, the significant risks or exposures of the Company and assess the steps management has taken to minimize such risks. Discuss with management and the Company's independent auditors the Company's systems and policies with respect to risk monitoring, assessment and management.

(v) Conduct an appropriate review of and approve all related party transactions and potential conflict of interest situations involving a principal stockholder, a member of the Board of Directors or senior management, in accordance with the Company’s Policy and Procedures with Respect to Related Person Transactions.

(w) Discuss at least annually with the Company's outside legal counsel or any general counsel the effectiveness of the Company's legal compliance programs, any legal or regulatory matters that may have a material impact on the Company's financial statements and any material reports or inquiries received from regulators or government agencies.

(x) Authorize and oversee investigations deemed appropriate into any matters within the Committee's scope of responsibility.

(y) Produce the report of the Committee required by the proxy rules of the SEC to be included in the Company's annual proxy statement.

(z) Establish and maintain procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(aa) Report actions of the Committee regularly to the Board with such recommendations as the Committee deems appropriate.

(bb) At least annually, review this Charter and make recommendations to the Board concerning any changes deemed appropriate.

(cc) At least annually, review and evaluate the Committee's own performance.

(dd) Perform any other functions required by applicable law, rules or regulations, including the rules of the SEC and the rules of any exchange or market on which the Company's securities are traded. The Committee also shall perform such other functions as are delegated to it by the Board from time to time.