

**CHARTER OF THE AUDIT COMMITTEE**  
**of the**  
**BOARD OF DIRECTORS**  
**of**  
**SABRA HEALTH CARE REIT, INC.**

(Revised on December 17, 2013)

**1. Purpose**

The purpose of the Audit Committee (the “**Committee**”) is to oversee the accounting and financial reporting processes of Sabra Health Care REIT, Inc., a Maryland corporation (the “**Company**”), and audits of the financial statements of the Company, including (a) the integrity of the Company’s financial statements, (b) the performance of the Company’s internal disclosure control function, (c) the independent public accountants’ qualifications and independence, and (d) the performance of the Company’s internal audit function and independent public accountants. As used in this Charter, “internal audit function” or “internal auditors” refers to the Company’s internal audit function and the personnel responsible for that function, including any third party to whom the Company has outsourced, in whole or in part, its internal audit function.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“**GAAP**”) and applicable rules and regulations. These are the responsibilities of management and the independent public accountants.

**2. Membership**

The Committee shall be comprised of three or more directors of the Board of Directors (the “**Board**”). All members of the Committee must be directors who meet the qualification requirements, including the knowledge and independence requirements of applicable law and the rules of the Securities and Exchange Commission (“**SEC**”) and The NASDAQ Stock Market LLC in effect from time to time (subject to any exceptions allowed by such rules and any waivers granted by such authorities). At least one member of the Committee must qualify as an “audit committee financial expert” (as defined by the SEC). The Company will disclose in its annual report required by Section 13(a) of the Securities Exchange Act of 1934 (the “**Exchange Act**”) the name of the member of the Committee who has been designated as an audit committee financial expert. The members of the Committee shall be appointed by and serve at the pleasure of the Board. The Board shall appoint the Chairperson of the Committee.

**3. Specific Responsibilities and Duties**

The Committee shall exercise the full authority of the Board in fulfilling the responsibilities delegated to it herein and shall periodically report on its actions to the Board.

The Board delegates to the Committee the express authority to do the following:

**a. Independent Public Accountants**

- (1) **Selection; Fees.** Be directly responsible for the appointment, compensation, retention, and oversight of the work of the independent public accountants (including resolution of disagreements between management and the independent public accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and, where appropriate, terminate and replace such firm. Such independent public accountants shall report directly to and be ultimately accountable to the Committee. The Committee has the ultimate authority to approve all audit engagement fees and terms, with the costs of all engagements to be borne by the Company.
- (2) **Scope of Audit.** Review, evaluate and approve the annual engagement terms of the independent public accountants (including the proposed scope and approach of the annual audit).
- (3) **Pre-Approval of Audit and Non-Audit Services.** Pre-approve auditing services and non-auditing services to be performed by the independent public accountants. Such pre-approval can be given as part of the Committee's approval of the scope of the engagement of the independent public accountants or on an individual basis. The approved non-auditing services must be disclosed in the Company's filings with the SEC to the extent required by applicable provisions of the Exchange Act. The Committee can delegate the pre-approval of non-auditing services to one or more of its members, but the decision must be reported to the full Committee at the next scheduled meeting. The independent public accountants shall not be retained to perform the prohibited non-audit functions listed on Exhibit A.
- (4) **Audit Partner Rotation.** Ensure that the lead or coordinating audit partner having primary responsibility for the audit or review and the concurring or reviewing audit partner of the independent public accountants are rotated at least every five years and that other audit partners (as defined by the SEC) are rotated in accordance with rules promulgated by the SEC.
- (5) **Auditor Independence and Objectivity.** Ensure the independence of the independent public accountants pursuant to all applicable laws and regulations. Be responsible for (i) ensuring the Committee's receipt from the independent public accountants of a formal written statement delineating all relationships between the independent public accountants and the Company, consistent with the applicable requirements of the Public Company Accounting Oversight Board, (ii) actively engaging in a dialogue with the independent public accountants with respect to any disclosed relationships or services that may impact the objectivity and

independence of the independent public accountants and (iii) taking, or recommending that the full Board take, appropriate action to oversee the independence of the independent public accountants.

- (6) **Review Problems.** Review with the independent public accountants any audit problems or difficulties the independent public accountants may have encountered and management's responses, including: (i) any restrictions on the scope of activities or access to requested information and (ii) any recommendations made by the independent public accountants as a result of the audit.
- (7) **Quality-Control Review; Inspections.** At least annually, obtain and review a report by the independent public accountants describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
- (8) **Related Party Transactions.** Review for potential conflict of interest situations and approve all related party transactions in accordance with the Company's Related Person Transactions Policy. Related party transactions are all transactions required to be disclosed pursuant to Regulation S-K, Item 404 of the Exchange Act.

**b. Financial Reporting and Financial Reporting Processes**

- (1) **Annual Financials.** Review and discuss with management and the independent public accountants the Company's annual audited financial statements (including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") prior to the public release of such information. Obtain from the independent public accountants assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act. Recommend to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
- (2) **Quarterly Financials.** Review and discuss with management and the independent public accountants the Company's quarterly financial statements (including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and the results of the independent public accountants' reviews of the quarterly financial statements, prior to the public release of such information.

- (3) **Accounting Principles.** Review with management and the independent public accountants major issues regarding accounting principles and financial statement presentations, including any major changes from principles followed in prior years.
- (4) **Earnings Releases.** Discuss public disclosure of earnings with management, as well as earnings guidance provided to analysts, provided that such discussion need not occur in advance of any public disclosure of earnings or earnings guidance.
- (5) **Regulatory Developments.** Review with management and the independent public accountants the effect of regulatory and accounting initiatives on the Company's financial statements.
- (6) **Internal and External Controls.** Review with the independent public accountants, the Company's internal auditors, and financial and accounting personnel, the integrity, adequacy and effectiveness of the Company's accounting and financial controls, both internal and external, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.
- (7) **Reporting Process.** Require reporting to the Committee by each of (i) management, (ii) the independent public accountants and (iii) the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
- (8) **Reports.** Obtain and review timely reports from the independent public accountants regarding:
  - (a) critical accounting policies and practices to be used by the Company;
  - (b) alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent public accountants; and
  - (c) other material written communications between the independent public accountants and management, including any management letter or schedule of unadjusted differences.
- (9) **Other Matters.** Review and discuss with the Company's independent public accountants any other matters required to be communicated to the Committee by the independent public accountants pursuant to applicable rules of the Public Company Accounting Oversight Board.

Communications by the independent public accountants regarding the foregoing matters may be oral or in writing, but must be made to the Committee prior to the filing of any Annual Report on Form 10-K or other report that contains financial statements that are the subject of such communications.

**c. Internal Audit and Risk Management**

- (1) **Internal Audit and Controls.** Review the budget, activities, effectiveness and organizational structure of the internal audit function and the performance, appointment and replacement of the lead internal auditor, and review summaries of material internal audit reports and management's responses. Review major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of control deficiencies.
- (2) **Risk Management.** Periodically discuss risk assessment and risk management policies with management, internal auditors, and independent public accountants, and the Company's plans to monitor, control and minimize risks pursuant to such policies.

**d. Disclosure Processes**

- (1) **Disclosure Controls.** Review with management, the independent public accountants and the internal auditors the integrity and effectiveness of the Company's controls for ensuring that information required to be disclosed in its reports to the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and make and/or elicit recommendations for improvement.
- (2) **Reports.** Obtain and review reports from the independent public accountants regarding disclosure matters that come to the attention of the independent public accountants and other material written communications between the independent public accountants and management regarding disclosure policies and controls.

**e. Legal and Regulatory Compliance**

- (1) **SEC Report.** Review and approve the annual Audit Committee report included in the Company's proxy statement as required by the proxy rules under the Exchange Act.
- (2) **Code of Conduct; Waivers.** Periodically review the Company's processes to monitor compliance with the Company's Code of Conduct and Ethics, and approve any amendments to it or waivers of it for directors, executive officers and senior financial officers.

- (3) **Complaints.** Establish 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 the Company of concerns regarding questionable accounting or auditing matters.
- (4) **Review by Counsel.** Review with the general counsel, if any, or the Company's outside legal counsel legal matters that may have a material effect on the Company's financial statements or compliance policies.

**f. Other**

- (1) **Recommendations; Reports.** Regularly report to the Board on the Committee's activities and make appropriate recommendations.
- (2) **Review and Publication of Charter.** Review and reassess the adequacy of this Charter and the Committee's performance under this Charter at least annually and recommend any proposed changes to this Charter to the Board, as appropriate, and publish the Charter as required by applicable law.

**4. Meetings, Minutes, and Reports**

- a. Executive Sessions.** The Committee shall meet periodically with the independent public accountants, internal auditors and management in separate executive sessions.
- b. Other Meetings.** Other meetings will be held with such frequency, and at such times, as its Chairperson, or a majority of the Committee, determines, but the Committee shall meet at least quarterly. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board committees will govern meetings of the Committee.
- c. Minutes.** Minutes of each meeting will be kept.

**5. Subcommittees**

The Committee has the power to appoint and delegate matters to subcommittees, provided that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

**6. Reliance; Experts; Cooperation; Expenses**

- a. Retention of Independent Counsel and Advisors.** The Committee has the authority, in its sole discretion, to engage at the Company's expense such independent counsel, advisors and experts as it deems necessary or appropriate to carry out its duties,

including the authority to approve any such outside advisor's fees and other retention terms.

**b. Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management and the Company's independent public accountants, internal auditors, and advisors and experts, as it deems necessary or appropriate.

**c. Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties and to engage at the expense of the Company such professionals as it considers to be necessary in connection therewith.

**d. Required Participation of Employees.** The Committee shall have complete and open access to the Company's employees, independent public accountants, internal auditors, internal (if any) and outside counsel, and may request any employee or officer of the Company or representative of the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of the Committee or representatives of the Committee's counsel, advisors or experts. It is assumed that Committee members will use judgment to ensure that this contact or any such request is not distracting to the operations of the Company or to management's duties and responsibilities, and any such contact or request should be coordinated through the Chief Executive Officer or Chief Financial Officer (unless it is determined that doing so would not be appropriate). Written communications to management should, whenever appropriate, be copied to the Chief Executive Officer.

**e. Expenses.** The Company shall provide the Committee with appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for:

- (1) Compensation for the independent public accountants engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- (2) Compensation to any advisors employed by the Committee under Section 6(a) hereof; and
- (3) Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **EXHIBIT A**

### **Prohibited Non-Audit Services**

- 1) Bookkeeping or other services related to the accounting records or financial statements of the Company;
- 2) Financial information systems design and implementation;
- 3) Appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
- 4) Actuarial services;
- 5) Internal audit outsourcing services;
- 6) Management functions or human resources;
- 7) Broker or dealer, investment advisor, or investment banking services;
- 8) Legal services and expert services unrelated to the audit; and
- 9) Any other services that the Public Company Accounting Oversight Board determines, by regulation, is impermissible.