

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

(Revised on December 9, 2014)

1. Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Sabra Health Care REIT, Inc. (the “**Company**”) is to discharge the responsibilities of the Board relating to compensation of the Company’s executives and directors and to take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

2. Membership

The Committee shall be composed of two or more directors. All members of the Committee will, in the business judgment of the Board, (a) be independent directors under the independence requirements of The NASDAQ Stock Market LLC (“**NASDAQ**”) and applicable law and (b) satisfy such additional eligibility requirements for membership on the Committee as may be required from time to time by NASDAQ listing standards. In addition, at least two members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code, as amended. The Chairperson and members of the Committee shall be appointed by and serve at the pleasure of the Board.

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 Committee shall determine the amount of compensation given to each person who, as designated by the Board from time to time, is an “officer” for purposes of Rule 16a-1(f) promulgated under the Exchange Act (all of such persons are collectively referred to herein as the “**Executive Officers**”) from all sources, including incentive compensation plans, stock-based benefit plans, health and welfare benefit plans and perquisites of a monetary value.

The Board delegates to the Committee the express authority to:

- a. Approve compensation philosophy, policies, procedures and guidelines for the Executive Officers.
- b. Review the Compensation Discussion and Analysis section prepared for inclusion in the Company’s annual proxy statement and, if applicable, its annual report to

stockholders, recommend to the Board whether such Compensation Discussion and Analysis be included in such proxy statement or annual report, and provide a Compensation Committee Report for inclusion in such proxy statement and, if applicable, annual report, in each case as required by the rules and regulations of the Securities and Exchange Commission.

- c. Review and evaluate the performance of the Chief Executive Officer (“CEO”) annually and determine the CEO’s compensation from all sources based on such factors as the Committee may determine to be appropriate, which may (but need not) include the Company’s financial, operational, and other short- and long-term goals and other quantitative and qualitative factors, including a review of compensation practices for officers with similar responsibilities in the Company’s own industry for companies of similar size and complexity, or such other factors the Committee may deem appropriate. The CEO may not be present during voting or deliberations on the CEO’s compensation.
- d. Determine, upon receiving such recommendations from the CEO that the Committee deems appropriate, the compensation of the other Executive Officers from all sources based on such factors as the Committee may determine to be appropriate, which may (but need not) include the Company’s financial, operational, and other short- and long-term goals and other quantitative and qualitative factors, including a review of compensation practices for officers with similar responsibilities in the Company’s own industry for companies of similar size and complexity, or such other factors the Committee may deem appropriate. Review, with the participation of the CEO as the Committee may deem appropriate, each of the other Executive Officers’ performance annually. While the CEO may participate in the process of determining the compensation of all other Executive Officers, the Committee has the sole authority to determine the compensation of all Executive Officers.
- e. Make recommendations to the Board with respect to the adoption or amendment of incentive compensation plans and stock-based benefit plans of the Company, subject to stockholder approval as may be required by applicable rules and regulations.
- f. Administer all incentive compensation plans for the Executive Officers. Determine, as applicable, the attainment of performance goals or the amount of the payout of all incentive plans for the Executive Officers that may be in effect.
- g. Administer the Company’s stock-based benefit plans, and approve restricted stock and stock unit awards, stock options grants and other equity-based or incentive awards under these plans as the Committee determines to be appropriate.
- h. Approve all employment and severance agreements to be provided to the Executive Officers.

- i. Direct and supervise investigations into any and all other matters within the scope of its duties.
- j. Periodically review whether the Company's compensation policies for the Executive Officers create risks that are reasonably likely to have a material adverse effect on the Company.
- k. Periodically review and recommend to the full Board the amount of, and changes to, the compensation of the non-employee directors of the Company.
- l. 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 for approval, and publish this Charter as required by applicable law.
- m. Perform and assume such other duties and responsibilities as may be delegated from time to time by the Board.

4. Outside Advisors

The Committee shall have the authority, in its sole discretion after considering such independence factors as may be required by NASDAQ listing standards or applicable rules of the Securities and Exchange Commission, to retain or obtain the advice of a compensation consultant, legal counsel and other advisors as it determines appropriate to assist it in the full performance of its functions, including to assist in the evaluation of Executive Officer compensation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisors retained by the Committee, including sole authority to approve any such consultant's, legal counsel's or advisor's fees, scope of work and other retention terms, with reasonable compensation therefor as determined by the Committee to be borne by the Company, and to terminate any such consultant, legal counsel or advisor.

5. Meetings

The Committee will meet with such frequency, and at such times, as its Chairperson, or a majority of the Committee, determines. 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.

6. Minutes

The Committee will keep minutes of each meeting.

7. 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.

8. 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.

9. Access; Reliance Permitted

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. In carrying out its duties, the Committee may act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.