

**Sabra Health Care REIT, Inc.**  
**Corporate Governance Guidelines**  
**(As Amended, December 18, 2012)**

The Board of Directors (the “Board”) of Sabra Health Care REIT, Inc. (“Sabra”) has adopted the following Corporate Governance Guidelines. The Board shall review the Guidelines annually and cause the Guidelines to be published on Sabra’s corporate web site.

1. Roles of Board and Management.

Members of the Board shall:

- exercise their business judgment to oversee the management of Sabra in a manner consistent with these *Corporate Governance Guidelines* and Sabra’s *Code of Conduct and Ethics* and other policies;
- make every effort to attend Board meetings and meetings of committees on which they serve; and
- spend the time needed to properly discharge their responsibilities.

The Chief Executive Officer (“CEO”), together with the other executive officers of Sabra, shall manage Sabra’s business in a manner consistent with these *Corporate Governance Guidelines* and Sabra’s *Code of Conduct and Ethics* and other policies.

2. Director Qualifications.

The Nominating and Governance Committee, in its recommendations of nominees for election to the Board, shall:

- nominate Independent directors as appropriate such that a substantial majority of the Board is Independent (“Independent” means that a member of the Board meets the criteria for independence required by The NASDAQ Stock Market LLC and the rules and regulations of the Securities and Exchange Commission (“SEC”));
- consider nominees without regard to race, color, religion, gender, ancestry, national origin or disability; and
- seek to elect directors that:
  - are of high character and integrity;
  - are accomplished in their respective fields;
  - have relevant expertise and experience, and are able to offer advice and guidance to management based on that expertise and experience;
  - have sufficient time available to devote to Sabra’s affairs;
  - will represent the long-term interests of Sabra’s stockholders as a whole;
  - are not age 80 or older at the time of election; and
  - will collectively represent a diversity of backgrounds and experiences.

3. Selection of Chairman and CEO.

The Board is free to make its choice for Chairman and CEO in any way that the Board considers best for the Company at a given point in time. Therefore, the Board does not have a policy on whether or not the role of the CEO and Chairman should be separate and, if it is to be separate, whether the Chairman should be selected from the non-employee directors or be an employee director.

4. Lead Independent Director.

In the event that the Chairman is an employee of the Company, then the Board will annually designate an independent, non-employee director as Lead Independent Director. The duties of the Lead Independent Director will include, but not be limited to, chairing executive sessions of the Independent members of the Board, representing the Board in meetings with third parties, as appropriate, and working with the Chairman to finalize information provided to the Board, meeting agendas and meeting schedules.

5. Board Meetings and Procedures.

The procedures for the conduct of Board meetings shall include the following:

- The Chairman of the Board, with the advice of the Board members and management, will establish the agenda for each Board meeting;
- Each director may raise subjects that are not on the agenda at any Board meeting; and
- In the absence of the Chairman of the Board, the Lead Independent Director shall act as chair of any meeting of the Board.

The Board, or the Independent members of the Board, has the power to hire, at the Company's expense, legal, financial or other advisors as it or they deem necessary without consulting or obtaining the approval of any officer in advance.

6. Committees of the Board.

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee, each of which shall be comprised entirely of Independent directors, and such other committees as the Board determines to be appropriate. Each committee shall:

- operate pursuant to a written charter;
- have the power to hire independent legal, financial or other advisors as they deem necessary without consulting or obtaining the approval of any officer in advance; and
- consist of members appointed by the Board upon recommendation of the Nominating and Governance Committee in consultation with the Chairman of the Board.

The Chair of each committee, with the advice of management, will establish the agenda for each committee meeting. Each committee member may raise subjects that are not on the agenda at any committee meeting.

7. Executive Sessions of the Board.

The Independent directors of the Board shall meet regularly in executive session.

8. Director Orientation and Continuing Education.

All new directors must participate (and all other directors may participate from time to time) in an orientation program within two months of their appointment or election. The orientation will include presentations by senior management to familiarize the new directors with Sabra's strategic plans, its significant financial, accounting and risk management issues, its Code of Conduct and Ethics and other policies, its principal officers, and its internal and independent auditors.

From time to time, Sabra's senior management will present continuing education information to the directors on aspects of Sabra's business that may not be routinely discussed at Board meetings, as well as reports on legal and regulatory developments that affect Sabra. Sabra's directors are also encouraged to participate in accredited director education programs.

9. Service by Directors on Other Boards.

Directors may serve on other boards provided that they have sufficient time to devote to Sabra's affairs (provided that the Chairman of the Board may not serve on the boards of more than four companies, including Sabra's). Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another board.

10. Board and CEO Performance Assessments.

The Board will, as coordinated by the Nominating and Governance Committee, conduct annual self-evaluations of the Board and its committees as a method of improving the Board's effectiveness.

The CEO's performance shall be evaluated annually as provided by the Compensation Committee Charter.

11. Management Succession.

The CEO shall report to the Nominating and Governance Committee annually about developments of senior management personnel and succession plans.

12. Strategic Planning.

The Board shall periodically (but at least annually) review the Company's strategic plan with management. The timing and agenda for these reviews are to be agreed upon by the Chairman of the Board and the Lead Independent Director.

13. Board Access to Management.

Board members are encouraged to contact members of senior management, provided that any contact with members of management who do not make regular presentations to the Board or its Committees should be coordinated through the CEO or Chief Financial Officer. Additionally, regular attendance and participation in Board meetings by senior management is encouraged as appropriate.

14. Stock Ownership Policy.

The Board has adopted a stock ownership policy to further align the interests of Sabra's executive officers and non-employee directors with the interests of Sabra's stockholders. The Nominating and Governance Committee shall annually review each executive officer's and non-employee director's compliance with the stock ownership policy. From time to time, the Nominating and Governance Committee may recommend changes to the stock ownership policy for approval by the Board.

15. Employee and Stockholder Communications with the Board.

Employees may communicate concerns about Sabra's conduct, or about its accounting, internal accounting controls or auditing matters, to the Audit Committee by calling Sabra's Ethics Hotline at (888) 845-0819. Such communications can, subject to applicable law, be confidential or anonymous if requested. All such concerns will be investigated and, as appropriate, presented to the Audit Committee for its review.

Stockholders may communicate with the Board by writing to the Board c/o Corporate Secretary, Sabra Health Care REIT, Inc., 18500 Von Karman Avenue, Suite 550, Irvine, California 92612. All mail received will be opened and communications that relate to matters that are within the scope of the responsibilities of the Board, other than solicitations, junk mail and frivolous or inappropriate communications, will be forwarded to the Chairman of the Board or any specified individual director, as applicable. If the correspondence is addressed to the Board, the Chairman will distribute it to the other Board members if he determines it is appropriate for the Board to review.

16. Conflicts of Interest.

Directors should avoid conflicts of interest, or even the appearance of a conflict of interest, with Sabra or any of its subsidiaries. Each director is required to disclose to the Board any financial interest or personal interest that he or she has in any contract or transaction in which Sabra or any of its subsidiaries is or proposes to be a party or has or may have an interest. If the contract or transaction is to be voted on by the Board, the interested director should abstain from voting on the matter and, in most cases, should (and at the request of the Chair of the meeting will) leave the meeting while the remaining directors discuss and vote on such matter.