

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
of the
BOARD OF DIRECTORS
of
SABRA HEALTH CARE REIT, INC.

(Revised on December 18, 2012)

1. Purpose

The Nominating and Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Sabra Health Care REIT, Inc. (the “**Company**”) to (a) assist the Board in identifying individuals qualified to become Board members and Board committee members, and to select the director nominees for each annual meeting of stockholders; (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company; and (c) take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

2. Membership

The Committee shall be comprised 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. 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 Board delegates to the Committee the express authority to:

- a. Evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors.
- b. Consistent with policies, processes, and criteria approved by the Committee, seek, evaluate and select, or recommend that the Board select, qualified individuals to become directors.
- c. Approve procedures to be followed by security holders in submitting recommendations of director candidates; establish a policy with regard to the consideration of such director candidates.
- d. Assist the Company in making the periodic disclosures related to the Committee as required by rules issued or enforced by the Securities and Exchange Commission.

- e. 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.
- f. Develop with management and monitor the process of orienting new directors and continuing education for existing directors.
- g. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review those principles at least once a year and recommend changes to the Board.
- h. Evaluate the nature, structure and operations of the Board and the committees of the Board, and recommend any changes to the Board.
- i. Receive reports from the Chief Executive Officer annually concerning developments of senior management and succession plans.
- j. Annually review each executive officer's and non-employee director's compliance with the stock ownership policy adopted by the Board, and, if determined appropriate from time to time, recommend changes to the stock ownership policy for approval by the Board.
- k. On an annual basis, take such steps as the Committee deems necessary or appropriate with respect to the evaluation of the performance of the Board, each committee of the Board and the respective members thereof.
- l. Make recommendations and report to the Board with respect to nominating policies of the Company or any of the foregoing matters.
- m. Take such other actions as may be requested or required by the Board from time to time.

4. Search Firm

The Board delegates to the Committee the express authority to decide whether to retain at the Company's expense a search firm to assist the Committee in identifying, screening and attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the search firm's fees and other retention terms.

5. Outside Advisors

The Committee shall have the authority to retain at the Company's expense such other outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, including the authority to approve any such outside advisor's fees and other retention terms.

6. 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.

7. Minutes

The Committee will keep minutes of each meeting.

8. 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.

9. Investigations

The Committee has the power, in its sole 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.

10. 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.