

Sabra Health Care REIT, Inc.

Executive Officer and Director Stock Ownership Policy

Adopted April 5, 2012

The Board of Directors (the “**Board**”) of Sabra Health Care REIT, Inc. (“**Sabra**” or the “**Company**”), upon the recommendation of the Nominating and Governance Committee of the Board, has adopted this stock ownership policy (“**Stock Ownership Policy**”) to require that the Company’s executive officers and non-employee directors have direct ownership in the common stock of the Company in order to further align their interests with the interests of the Company’s stockholders.

Ownership Levels

The Board requires that executive officers and non-employee directors of the Company have direct ownership of Sabra common stock in at least the following amounts:

Position	Stock Ownership Level Multiple (Multiple of Salary/Retainer)
Chief Executive Officer	6 times annual base salary
Other Executive Officers	2 times annual base salary
Non-Employee Directors	3 times annual cash retainer (excluding additional retainers for committee chairpersons and the lead independent director)

Minimum stock ownership levels (the “**Minimum Stock Ownership Level**”) for each executive officer and non-employee director will be determined as follows:

Base Salary/Annual Cash Retainer x Stock Ownership Level Multiple

**Average Daily Closing Price reported by NASDAQ Stock Market for
the 30 trading days prior to (and including) Determination Date**

The Minimum Stock Ownership Level for each executive officer or non-employee director is determined as of the later of the date of adoption of this Stock Ownership Policy or the date of such person’s appointment or election as an executive officer or non-employee director of Sabra (the “**Determination Date**”). Once the Minimum Stock Ownership Level has been determined for an executive officer or non-employee director, the executive officer or non-employee director must maintain ownership of shares of Sabra common stock equal to the Minimum Stock Ownership Level for so long as he or she remains an executive officer or non-employee director. In the event of an increase in the annual base salary or annual cash retainer payable to an executive officer or non-employee director, the Minimum Stock Ownership Level required to be maintained by such executive officer or non-employee director shall be re-determined as of the

effective date of such compensation increase and shall equal (i) the Minimum Stock Ownership Level as in effect prior to such compensation increase, plus (ii) the incremental Minimum Stock Ownership Level resulting from such compensation increase (calculated as of the effective date of the increase).

The Minimum Stock Ownership Level established for an executive officer or non-employee director will not change as a result of fluctuations in the market price of Sabra common stock; provided, however, that the Minimum Stock Ownership Level for each executive officer and non-employee director shall be appropriately adjusted in the event of a stock split, reverse stock split, stock dividend or other similar change in Sabra's outstanding capital stock.

Counting Shares Owned

Common stock that counts toward the Minimum Stock Ownership Level includes: (i) shares of Sabra common stock held directly by the executive officer or non-employee director or by his or her spouse or minor children, whether acquired through open market purchase, payment of vested stock unit awards, exercise of stock options or otherwise, (ii) shares of Sabra common stock held in trust established by the executive officer or non-employee director (and/or his or her spouse) if the trust is revocable by the executive officer or non-employee director (and/or his or her spouse) or is for the benefit of the executive officer or non-employee director or his or her spouse or children, and (iii) shares of Sabra common stock subject to stock unit awards that have vested but the payment of which has been deferred. Shares of Sabra common stock subject to stock options and unvested stock unit awards do not count for purposes of meeting the Minimum Stock Ownership Level.

Grace Period

Each executive officer and non-employee director will be allowed a grace period to meet the Minimum Stock Ownership Level in full. Each executive officer is required to meet the applicable Minimum Stock Ownership Level by the later of December 31, 2014 or four years from the date such person is appointed as an executive officer. In the event of an increase in the annual base salary payable to an executive officer or the promotion of an executive officer to a position with a higher stock ownership level multiple, the executive officer will have four years from the date of the change in salary or position to achieve share ownership meeting the incremental increase resulting from re-determination of the required Minimum Stock Ownership Level.

Each non-employee director is required to meet the then-applicable Minimum Stock Ownership Level by the later of December 31, 2014 or four years from the date such person is first appointed or elected as a non-employee director of the Board. In the event of an increase in the annual cash retainer payable to a non-employee director, the non-employee director will have four years from the date of the change in cash retainer to achieve share ownership meeting the incremental increase resulting from re-determination of the required Minimum Stock Ownership Level.

Hardship

The Board understands that there may be instances where this Stock Ownership Policy would place a hardship on an executive officer or non-employee director. In these instances, the executive officer or non-employee director must submit a request in writing to the Chairman of the Nominating and Governance Committee (or, if such chairman is the affected director, the Chairman of the Compensation Committee) that summarizes the circumstances and describes the extent to which an exemption is being requested. The Chairman of the Nominating and Governance Committee (or Compensation Committee, as applicable) will make the final decision as to an alternative stock ownership plan for the executive officer or non-employee director that balances the goals of this Stock Ownership Policy with the affected executive officer's or non-employee director's personal circumstances.

Annual Review

The Nominating and Governance Committee will annually review the Minimum Stock Ownership Levels of each executive officer and non-employee director. From time to time, the Nominating and Governance Committee may recommend changes to this Stock Ownership Policy for approval by the Board.