



Corporate Governance Guidelines

As of October 21, 2022

1. Director Responsibilities

The business and affairs of Omega Healthcare Investors, Inc. (the “**Company**”) shall be managed under the direction of the Company’s Board of Directors (the “**Board**”). All powers of the Company may be exercised by or under the authority of the Board, except as conferred on or reserved to the stockholders by statute or the Company’s Charter or Bylaws.

It is the responsibility of the directors to exercise their business judgment to act with due care, in good faith and in what they reasonably believe to be in the best interests of the Company. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

All directors are subject to the Company’s Code of Business Conduct and Ethics and Related Party Transaction Policy. Among other things, each director is expected to promptly disclose to the Chair of the Audit Committee any existing or proposed relationships or transactions that involve or could give rise to a conflict of interest.

In discharging their obligations, directors are entitled to reasonably rely on the Company’s senior executives and its outside advisors and auditors. Directors are expected to provide accurate and timely responses to questionnaires and other reasonable requests for information from the Company.

The members of the Company’s Board of Directors (the “**Board**”) shall also be entitled to have the Company purchase reasonable directors’ and officers’ liability insurance on their behalf, and to the benefits of indemnification to the fullest extent permitted by law and the Company’s Charter, Bylaws and any indemnification agreements, and to exculpation as provided by state law and the Company’s Charter.

2. Director Qualifications

The Board will satisfy any independence requirements of the New York Stock Exchange (“**NYSE**”) as then in effect. The Board shall determine on an annual basis whether each director qualifies as an “independent director” pursuant to NYSE listing standards. Each independent director is expected to promptly disclose to the Nominating and Corporate Governance Committee any existing or proposed relationships or transactions that could impact such director’s independence pursuant to such standards.

The Nominating and Corporate Governance Committee is responsible for reviewing on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. Nominees for director are selected based on their depth

and breadth of experience, industry experience, financial background, integrity, ability to make independent analytical inquiries and willingness to devote adequate time to director duties, among other criteria. In addition, the Nominating and Corporate Governance Committee endeavors to identify nominees that possess diverse educational backgrounds, business experiences, life skills, as well as diverse gender, racial, sexual orientation, national origin and ethnic characteristics.

Directors should advise the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board, and directors should sit on no more than three public boards, in addition to the Company's Board, unless the Nominating and Corporate Governance Committee approves otherwise.

The Board does not believe it should establish term limits. While term limits could help assure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increased insight into the Company and its operations and, therefore, provide an increased contribution to the Board as a whole. As an alternative to term limits, the Nominating and Corporate Governance Committee will review each director's continuing service on the Board as part of the director nomination process.

An individual director who experiences a significant change in such director's principal business, professional position, employment or responsibility must promptly notify the Nominating and Corporate Governance Committee and volunteer to step down from the Board, if so requested by the Board. It is not the sense of the Board that in every instance the director who retires or changes from the position held when such director came on the Board should necessarily leave the Board. However, there should be an opportunity for the Nominating and Corporate Governance Committee to review the continued appropriateness of Board membership under the circumstances and make a recommendation to the Board.

3. Executive Sessions

The non-management directors will meet, without management, in executive session at least annually. The Chair of the Board will generally preside at the meetings of non-management directors in executive session. If the Chair is not present at a meeting, the non-management directors present will determine who will preside at such meeting.

4. Agenda for Board Meetings

The Chair of the Board will establish the agenda for each Board meeting. Each Board member is free to suggest to the Chair the inclusion of items on the agenda and is encouraged to consult with the Chair regarding any such matters prior to the meeting. Additionally, each Board member is free to raise subjects that are not on the agenda for that Board meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company expects to face in the future during at least one Board meeting each year.

5. Board Committees

The Company will have at least the committees required by the rules of the NYSE. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate. All of the members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee will be independent directors under the criteria established

by the NYSE as then in effect. Members of the Audit Committee shall also satisfy the requirements of Rule 10A-3 under the Securities Exchange Act of 1934. Committee members will be appointed by the Board. The Nominating and Corporate Governance Committee may make recommendations to the Board relative to committee members and chairs consistent with the membership criteria outlined in the applicable committee charter. The Board may consider rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy. The standing committees will each have their own charters that will set forth the purposes, goals and responsibilities of each committee as well as qualifications for committee membership.

A director may attend meetings as an observer (without having a vote or affecting the presence or absence of a quorum) of any committee of which the director is not a member but is not permitted to participate in committee discussions, unless the relevant committee chair determines otherwise in such committee chair's discretion nor is the non-committee member permitted to attend executive sessions of any such committee in such committee chair's discretion. A director who attends a meeting of a committee of which the director is not a member will not be compensated or otherwise reimbursed for attending such meeting, unless otherwise determined by the Board. In addition, a committee chair may exclude any director from a committee meeting, any portion of the meeting or voting on specific matters before the committee if the chair determines in such committee chair's sole discretion that the director has an actual, apparent or potential conflict of interest. The committee chairs shall report a summary of their meeting to the Board following each regular committee meeting.

6. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, endeavor to notify the Chief Executive Officer of communications between a director and an officer or employee of the Company. The Board welcomes regular attendance at each Board meeting of senior officers or other members of management of the Company who (a) can provide additional insight into the items being discussed because of personal involvement or expertise in these areas and/or (b) are individuals that the senior officers believe have future potential and who should be given exposure to the Board. Outside advisors and other persons may also attend Board meetings from time to time, to the extent such outside advisors' or person's participation is deemed necessary and appropriate by the Chair, the Board or senior officers of the Company.

7. Director Compensation

The Board determines director compensation, taking into account recommendations from the Compensation Committee from time to time. It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation.

8. Director Orientation and Continuing Education

The Board has instructed management to provide an orientation process for new directors. This orientation process will include presentations by senior management to familiarize new directors

with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers and its internal and independent auditors. In addition, the orientation process will include visits to Company headquarters. All other directors are also invited to attend the orientation program. The Nominating and Corporate Governance Committee will periodically consider whether, in consultation with the Board, continuing education programs would be appropriate. The Company encourages directors to periodically pursue or obtain appropriate programs, sessions or materials.

9. Stock Ownership Guidelines

The Board expects all directors and senior executive officers to display confidence in the Company through ownership of a significant amount of stock. The Board has established minimum stock ownership guidelines that apply to all non-employee directors, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer and the Chief Legal Officer and the General Counsel of the Company (collectively, "**Covered Persons**").

Each non-employee director is required to own shares in the Company with a value equal to at least five times the annual cash retainer for serving as a member of the Board. The Chief Executive Officer is required to own shares in the Company with a value equal to at least six times the Chief Executive Officer's annual base salary. The Chief Operating Officer, Chief Financial Officer and the Chief Legal Officer and the General Counsel are required to own shares in the Company with a value equal to at least three times their respective annual base salaries.

Newly appointed non-employee directors and covered executive officers shall have five years to comply with these guidelines from the date of appointment or promotion, as applicable. Upon any increase in the annual cash retainer for non-employee directors or the annual base salary of covered executive officers, each Covered Person shall have five years from the date of the increase to acquire any additional stock needed to meet the applicable guideline as a result of such increase. For purposes of this policy, a Covered Person's stock holdings shall be valued based on the highest closing market price of such shares since the latest of (i) August 1, 2012, (ii) the acquisition date of such shares or the grant date in the case of shares issued in respect of equity awards, or (iii) the date of such Covered Person's initial appointment or election. Once a Covered Person meets the applicable ownership guideline, such Covered Person will be deemed to continue to meet it for as long as such Covered Person continues to own not less than the number of shares that would be sufficient to meet the applicable guideline based on such valuation. A subsequent decline in the stock price, by itself, does not affect compliance with these guidelines.

Shares that count towards satisfaction of these guidelines include:

- Shares owned outright by the Covered Person or such Covered Person's immediate family members who share the same household, whether held individually or jointly or by an entity wholly owned by the Covered Person or such Covered Person's immediate family members;
- Limited partnership units of the Company's operating partnership (other than units subject to performance-based vesting conditions) owned outright by the Covered Person or such Covered Person's immediate family members who share the same household,

whether held individually or jointly or by an entity wholly owned by the Covered Person or such Covered Person's immediate family members;

- Restricted stock and restricted stock units where the restrictions are subject to time based vesting only;
- Shares beneficially owned in a trust for the benefit of the Covered Person or such Covered Person's immediate family members who share the same household and
- Shares represented by deferred common stock units in connection with the deferral of vested equity grants under the Company's Deferred Stock Plan.

Unexercised stock options and unvested performance stock units do not count toward meeting the stock ownership guidelines.

There may be instances where abiding by these stock ownership guidelines may place an undue hardship on a director or executive officer, although it is anticipated that such instances will be rare. The Nominating and Corporate Governance Committee will make the final decision as to developing an alternative to these stock ownership guidelines for such a director or executive officer that reflects the intent of these stock ownership guidelines and the individual's personal circumstances.

10. Mandatory Director Retirement Policy

It is the policy of the Board that directors shall not stand for re-election after reaching 77 years of age and thereafter shall retire from the Board upon the completion of the term of office to which they were elected. On the recommendation of the Nominating and Corporate Governance Committee, the Board may waive this requirement as to any director if it deems such waiver to be in the best interests of the Company.

11. Director Resignation Policy

The Company has adopted majority voting in the election of directors and plurality voting in contested elections. In elections that are not contested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. If an incumbent director fails to receive a majority of votes cast in an election that is not a contested election, such director will, within 10 business days following the certification of the stockholder vote, tender such director's written resignation to the Chair of the Board for consideration by the Nominating and Corporate Governance Committee. As used in this Policy, a "contested election of directors" has the meaning set forth in the Bylaws.

The Nominating and Corporate Governance Committee will consider such tendered resignation taking into account any factors or other information it considers appropriate and relevant, including the circumstances that led to election voting results, if known and will make a recommendation to the Board concerning the acceptance or rejection of such resignation.

The Board will take formal action on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting at which the election occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Board will consider the information, factors and alternatives considered by

the Nominating and Corporate Governance Committee and such additional factors, information and alternatives as the Board deems relevant.

If a director's resignation is not accepted by the Board, the director will continue to serve until the next annual meeting as provided for in the Bylaws. If a director's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board.

Following the Board's decision on the Nominating and Corporate Governance Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, and, if applicable, the Board's reasons for rejecting the tendered resignation.

No director who, in accordance with this Policy, is required to tender such director's resignation, shall participate in the Nominating and Corporate Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting such director's resignation. If a majority of the members of the Nominating and Corporate Governance Committee received a greater number of votes "against" their election than votes "for" their election, then the independent directors then serving on the Board who received a greater number of votes "for" their election than votes "against" their election will appoint an ad hoc Board committee from amongst themselves (the "**Ad Hoc Committee**"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Nominating and Corporate Governance Committee and perform the Nominating and Corporate Governance Committee's duties for purposes of this Policy.

12. Separation of Chair and CEO

The Board has determined that it is in the best interests of the Company to maintain the separation of the offices of Chair of the Board and the Chief Executive Officer ("**CEO**"). Therefore, the Chair of the Board shall at all times be a non-executive director.

The Chair of the Board, among other things:

- presides at, and chairs, Board meetings;
- consults with the CEO to establish agendas for each Board meeting;
- leads executive sessions of the Board;
- has authority to call Board meetings [and stockholder meetings];
- provides guidance to the CEO; and
- performs such other duties and responsibilities as requested by the Board.

13. CEO Evaluation and Management Succession

The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance, as set forth in its charter. Senior management will periodically make a report to

the Board on management succession planning. The Company's succession planning should include policies and principles for Chief Executive Officer selection as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Chief Executive Officer should at all times make available recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

14. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will oversee the evaluation of the Board and seek comments from all directors. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

15. Board Interaction with Investors, the Press, Customers, Etc.

The Board believes that management should speak for the Company in accordance with the Company's public disclosure policy. Individual directors will only speak with investors, analysts, the press, customers or other constituencies about the Company to the extent expressly authorized by the Chair, and in accordance with the policies of the Company.

16. Confidentiality

The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a Board or committee member. Accordingly:

- No director shall use Confidential Information for personal gain or to benefit persons or entities outside the Company.
- No director shall disclose Confidential Information to others, including employees who do not have a valid business reason for obtaining the information (which prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after such director's service as a director of the Company, except with express prior authorization of the Company's Chief Legal Officer, General Counsel or the Chair of the Board or as may be otherwise required by law (in which event a director shall promptly advise the Chief Legal Officer, General Counsel and the Chair of the Board of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, the Chief Legal Officer, General Counsel or the Chair of the Board may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, "**Confidential Information**" includes all non-public information whether or not material to the Company (regardless of its source) entrusted to or obtained by a director as a consequence of serving as a director of the Company. In addition to information regarding Board and committee meetings, discussions, deliberations and decisions, Confidential Information includes, but is not limited to, non-public information that might be of

use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed, and also includes information that our customers or suppliers have entrusted to the Company, including, but not limited to:

- Information about contract negotiations or definitive agreements with potential or actual tenants, customers, vendors, borrowers or lenders, information obtained from any of them or others that we have agreed to keep confidential.
- Information about other Company transactions, including proposed transactions such as acquisitions or dispositions of stock or assets, joint ventures, stock splits or offerings.
- Information about the Company's finances, accounting, costs, projections, plans and strategies.
- Information about other companies where the value of the securities of other companies is likely to be influenced by actions of the Company.
- Non-public or sensitive information about Omega employees, directors or officers.
- Non-public information about discussions, deliberations and decisions relating to business issues between and among Company employees, officers and directors.