

Audit Committee Charter

As of January 26, 2024

I. Purpose

The Board of Directors (the "Board") of Omega Healthcare Investors, Inc. (the "Company") has established the Audit Committee (the "Committee") to assist the Board in fulfilling its oversight responsibilities as to (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the Company's internal audit function and independent auditors.

II. Composition

The Committee will be comprised of at least three members of the Board. Each member will be both independent and financially literate as such qualification is interpreted by the Board in its business judgment. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K and as determined by the Board in its business judgment. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise. Each member will be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment. Applicable laws and regulations will be followed in evaluating a member's independence. The members of the Committee will be elected annually by the full Board.

III. Responsibilities

A. Scope of Responsibility and Authority. The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. The Committee will be directly responsible for the appointment and dismissal, compensation and oversight of the Company's independent auditors and may not delegate such responsibilities to others. The Committee does not prepare financial statements on behalf of the Company or perform the Company's audits, and its members are not the Company's auditors and do not certify the Company's financial statements. These functions are performed by the Company's management and independent auditors.

The Committee may retain (and determine and receive from the Company the appropriate funding for) experts to advise or assist it, including outside counsel, accountants, financial analysts or others.

In addition to the matters set forth herein, the Committee will perform such other functions as required by law, the Company's Articles of Incorporation or Bylaws, or as directed or authorized by the Board.

B. Responsibilities and Duties. The Committee will meet at least four times a year, with authority to convene additional meetings as circumstances require. Committee meetings may be held in person, telephonically or by other electronic means.

In carrying out its oversight responsibilities, the Committee will:

1. Meet separately, periodically with (a) management, (b) the Company's internal auditors (whether in-house or out-sourced), and (c) the Company's independent auditors to discuss issues and concerns warranting Committee attention.
2. Recommend to the Board whether the Company's financial statements should be included in the Company's annual report on Form 10-K.
3. Prepare the Committee report to be included in the Company's annual proxy statement.

4. Review and discuss with management, periodically, as appropriate, the policies and guidelines for earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.
5. Review and discuss with management, periodically, as appropriate, policies with respect to risk assessment and risk management, the Company's financial risk exposures and the steps management has taken to monitor and control such exposures, it being understood that it is the job of management to assess and manage the Company's exposure to risk and that the Committee's responsibility is to discuss guidelines and policies by which risk assessment and risk management are undertaken.
6. Review and discuss with management periodically, as appropriate, the Company's program, policies and procedures related to information security and data protection, including data privacy and network security, as they relate to financial reporting.
7. Regularly report its actions to the Board.

C. Relationships with Independent Auditors. The Committee will:

1. Have the sole authority to appoint, retain, compensate (including approval of fees), evaluate and terminate the independent auditors to conduct audits of the Company's financial statements, or to perform permissible non-audit services, with the independent auditors reporting directly to the Committee with respect to audit and permissible non-audit services.
2. Pre-approve any services to be performed by the independent auditors, or establish policies pursuant to which services to be performed by the independent auditors will be pre-approved.
3. Review the independent auditors' audit plan for the annual audit of the Company's financial statements, including scope, staffing, reliance upon management, and general audit approach.
4. Discuss with the independent auditors any relationships that may affect the auditors' independence and confirm and oversee the independence of the auditors.
5. Pre-approve the Company's hiring of any employees or former employees of the independent auditors or establish policies with respect to any such hiring.
6. Obtain and review annually a report by the independent auditors describing (a) the auditing firm's internal quality control procedures, (b) any material issues raised by its most recent quality control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting audits carried out by the firm, and any steps taken to deal with those issues, and (c) in order to assess the auditor's independence, all relationships between the independent auditors and the Company.
7. Review reports of the independent auditors under Section 10A(k) of the Securities Exchange Act of 1934 relating to:
 - (a) all critical accounting policies and practices of the Company,
 - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, effects of using such alternatives, and the treatment preferred by the independent auditing firm, and
 - (c) other material written communications between the independent auditors and management.
8. Review and evaluate the lead audit partner of the independent auditors.
9. Ensure the regular rotation of the lead audit partner, to the extent required by law.

D. Company Financial Statements. Prior to the release or filing of the Company's financial statements, the Committee will review with management and the independent auditors the Company's annual and quarterly financial statements and related footnotes as well as disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee will also review at least annually:

1. With the independent auditors and management, their processes for assessment of material misstatements, identification of the notable risk areas, and their response to those risks.
2. The independent auditors' qualitative judgment about the quality, not just the acceptability, of accounting principles, use of estimates, bases for determining the amounts of estimates, and financial disclosures.
3. With the independent auditors (a) any problems, difficulties or disputes with management encountered during the course of the audit, including any restrictions on the independent auditors' activities or access to requested information, and management's response, and (b) accounting adjustments that were noted or proposed by the auditors, but were passed (as immaterial or otherwise), and (c) any "management" or "internal control" letter issued or proposed to be issued by such auditors to the Company.
4. Any financial arrangements and their related risks of the Company that do not appear in the financial statements of the Company.
5. With management and the independent auditors, significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas.
6. With management and the independent auditors, the effect of regulatory and accounting initiatives, as well as accounting principles and their alternatives, that would be expected to have a significant effect on the Company's financial statements.
7. With management and the independent auditors, the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under the standards of the Public Company Accounting Oversight Board.
8. All matters that are required to be communicated to the Committee under applicable law and generally accepted auditing standards.

E. Oversight of Corporate Compliance Function. The Committee will:

1. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
2. In accordance with the terms of the Company's Related Party Transaction Policy and Procedures, review and if appropriate, approve, any transactions between the Company and any related person which require Committee review under such Policy.
3. Monitor the implementation and administration of the Company's Code of Business Conduct & Ethics, and address conflicts and waiver requests that may arise thereunder.
4. Establish policies and procedures with respect to the use of derivatives transactions to manage the Company's and its subsidiaries' interest rate and currency exposures. Any other usage by the Company or any of its subsidiaries of other derivatives shall require Board approval. The Committee may approve specific interest rate or currency derivative transactions or prospectively approve types of interest rate or currency derivative transactions submitted to it by management. The Committee shall oversee the Company's and its subsidiaries' compliance with the requirements of the Commodity Exchange Act, as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act"), and similar legislation and regulations applicable to its derivatives activities. The Committee may authorize the Company and its subsidiaries to enter into derivatives transactions that are exempt from the Dodd-Frank Act's requirements for clearing and for execution through a board of trade or swap execution facility. Any such authorization shall be reviewed by the Committee annually.

F. *Company Internal Controls.* The Committee will:

1. Discuss with management and the independent auditors, management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, including any material weaknesses or significant deficiencies identified.
2. Discuss with the independent auditors the characterization of deficiencies in internal control over financial reporting. The Committee shall also discuss, with management, management's remediation plan to address internal control deficiencies.
3. Discuss with management and the independent auditors (1) any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed and (2) any other changes in internal control over financial reporting that were considered for disclosure in the Company's periodic filings with the Securities and Exchange Commission.

G. *Audit Committee Formalities and Charter.* The Committee will:

1. Review and reassess annually the adequacy of this Charter and recommend any changes to the Board.
2. Report regularly to the Board on the Committee's activities and findings, including any issues regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal auditors.
3. Perform an evaluation of its performance at least annually to determine whether it is functioning effectively.
4. Cause appropriate minutes of the Committee's meetings to be kept.