



Environmental, Social and Governance Summary

2022

The following summary provides disclosure in accordance with the Sustainability Accounting Standards Board (SASB) standards for the Infrastructure sector. This document covers the period Jan. 1, 2022 through Dec. 31, 2022, unless otherwise noted. In addition, we provide disclosure of additional environmental, social, and governance (ESG) metrics that we believe are relevant to our business and identify where our efforts and programs are aligned with the United Nations Sustainable Development Goals (UN SDGs). The United Nations adopted the 17 Sustainable Development Goals (SDGs) to create a shared pathway for a sustainable world. Our alignment to the SDGs is highlighted in the back of the document.

About Us

Omega Healthcare Investors, Inc. (Omega, we, our, or us) is a triple-net, equity Real Estate Investment Trust (REIT) (NYSE: OHI) that supports the goals of Skilled Nursing Facility (SNF) and Assisted Living Facility (ALF) operators with financing and capital. We're partners with 65 of the most future-focused, growth-oriented operators in the U.S. and U.K., accelerating their growth strategies with a \$1.45 billion unsecured credit facility and proven access to the largest public equity and debt markets in the world.



This document may include forward-looking statements. For additional information and disclosures, see the "Forward-Looking Statements and Cautionary Language" section of our latest earnings press release at www.omegahealthcare.com.

Environmental, Social and Governance Oversight

In connection with internal assessments and shareholder engagement, we prioritize environmental, social and governance initiatives that matter most to our business and shareholders. Our Nominating and Corporate Governance Committee has been charged with primary oversight of our sustainability efforts. Our areas of focus include the following:

Environmental

- Efficient Corporate Headquarters Building and Proactive Green Strategies
- Supporting Tenant Programs

Social Responsibility

- Equal Opportunity and Diversity & Inclusion
- Employee Development and Growth
- Supporting Community Involvement

Governance

- Board Structure and Shareholder Rights
- Compensation Practices
- Business Risk Oversight

Omega has established an ESG Steering Committee, with senior management representation from all divisions of the Company, that is responsible for advancing the Company's governance, sustainability, and diversity & inclusion programs. The Nominating and Corporate Governance Committee exercises oversight of the ESG Steering Committee. Management also reports to the board on a quarterly basis, addressing policy and disclosure changes in the quarter including environmental and climate-related risks and opportunities. Omega is committed to creating environmental awareness and consulting with stakeholders. If you have questions or concerns, please contact Matthew Gourmand, Senior Vice President of Corporate Strategy and Investor Relations, at InvestorRelations@omegahealthcare.com.

Activity Metrics

Topic	2020	2021	2022
Enterprise Value (\$B)	\$13.9	\$12.6	\$12.1
Total Investments (\$B)	\$10.1	\$10.5	\$10.1
Total Revenues (\$M)	\$892	\$1,063	\$878
AFFO (\$M) ¹	\$760	\$810	\$730
Properties (#) ² [IF-RE-000.A]			
Skilled Nursing / Transitional Care	813	764	733
Senior Housing	132	155	191
Total	945	919	924
Leasable floor area, by property subsector [IF-RE-000.B]			
Skilled Nursing / Transitional Care	32,871,692	28,925,956	27,775,619
Senior Housing	3,508,606	5,234,008	5,181,696
Total	36,380,298	34,186,964	32,957,315
Percentage of indirectly managed assets, by property subsector ³ [IF-RE-000.C]	100% Equity Healthcare	100% Equity Healthcare	100% Equity Healthcare
Average occupancy rate, by property subsector ⁴ [IF-RE-000.D]			
Skilled Nursing / Transitional Care	77.8%	73.8%	76.1%
Senior Housing	81.9%	82.0%	84.6%
Total	78.1%	74.5%	77.0%

¹ Adjusted FFO is calculated as Nareit FFO excluding the impact of non-cash stock-based compensation and certain revenue and expense items (e.g., acquisition, merger and transition related costs, write-off of straight-line accounts receivable, recoveries and provisions for current expected credit losses (excluding certain cash recoveries on impaired loans), cash interest received but not included in revenue, severance, legal reserve expenses, etc.). Nareit Funds from Operations (Nareit FFO), is defined as net income (computed in accordance with GAAP), adjusted for the effects of asset dispositions and certain non-cash items, primarily depreciation and amortization and impairments on real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. For further information on and a reconciliation of these non-GAAP disclosures is available on our website under "Financial Information" at www.omegahealthcare.com/investors.

² This includes the number of distinct real estate property or building assets. This is aligned with the 2018 GRESB Real Estate Assessment Reference Guide.

³ The definition of "indirectly managed assets" is solely based on the landlord/tenant relationship in which the tenant should be assumed to have operational control. This is aligned with the 2018 GRESB Real Estate Assessment Reference Guide.

⁴ Based on available (operating) beds.

Environment: Managing Our Footprint

Corporate Headquarters

Our focus on environmental responsibility is also demonstrated by how we manage our day-to-day activities at our corporate headquarters in Hunt Valley, Maryland, which represents our entire controlled corporate real estate. Our leased space of approximately 27,000 square feet has earned the LEED Silver Certification in Existing Buildings: Operations & Maintenance. We promote energy efficiency with features such as an automatic lighting control system, water efficient features, low-VOC paints and floor adhesives, and a single-stream recycling service. *The information below relates solely to our leased corporate headquarters real estate.*

Corporate Environmental Efforts⁵

Topic	2020	2021	2022
Scope 1 (metric tons of CO ₂ e)	0	0	0
Scope 2 (metric tons of CO ₂ e) ⁶	215	202	180
Scope 1 & 2 Carbon Footprint Target	By the end of 2023, we intend to achieve carbon neutrality for our Scope 1 and Scope 2 emissions. As a growing company, this will encompass the expected increase in square footage of our controlled real estate in the coming years.		
Total Corporate Headquarters Electricity Usage (Kwh)	642,858	691,137	565,840
Electricity Usage (Kwh) from Renewable Sources (% of Total Usage) ⁷	64,286 (10.0%)	65,685 (9.5%)	54,321 (9.6%)
Electricity Usage (Kwh) Per Employee ⁸	12,857	13,291	10,288
Electricity Usage (Kwh) Per Square Foot ⁹	23.7	25.4	20.8
Total Corporate Headquarters Water Usage (ft ³)	359	372	344
Water Usage (ft ³) Per Employee ⁸	7	7	6
Water Usage (ft ³) Per Square Foot ⁹	.01	.01	.01
Total Corporate Headquarters Waste Generation (metric tons) ¹⁰	n/a	402	400
Waste Recycled (metric tons)	n/a	67	67
Landfill Diversion Rate (%)	n/a	17%	17%
Waste Generated (metric tons) Per Employee	n/a	6.4	6.1
Waste Generated (metric tons) Per Square Foot	n/a	0.01	0.01
Environmental Fines (#, \$)	0: \$0	0: \$0	0: \$0

⁵ All information below is based on estimates based on available information from third parties and application of SASB standards. Omega does not guarantee accuracy or completeness of this information and such information is subject to limitations inherent to estimates and third party data.

⁶ Estimated based on emissions methodology in carbon dioxide equivalents as per the United States Environment Protection Agency (EPA) Emissions & Generation Resource Integrated Database (eGRID).

⁷ Renewable electricity metrics are based on the average renewable energy mix of the State of Maryland, where our corporate headquarters is located.

⁸ Total average headquarter employees were 49, 52, and 55 for 2020, 2021 and 2022, respectively.

⁹ Total corporate headquarters square footage is 27,176.

¹⁰ Waste generation is calculated based on Omega's pro-rata share of headquarters occupied by the Company.

Corporate Environmental Practices and Policy

The eco-friendly strategies incorporated at our corporate office building include:

- Water efficient restroom fixtures, such as dual flush toilets, water-free urinals and water conserving aerators, which reduced the building's water usage by more than 41%
- A single-stream recycling service, which is sorted, processed and recycled professionally, reducing the risk of incorrect assignment of waste products
- Use of green cleaning products, sustainable cleaning equipment, and other environmentally friendly cleanliness practices
- Lighting that includes occupancy sensors that reduce energy consumption
- 100% irrigation reduction
- Lighting retrofit using reduced mercury lamps
- Use of paints and floor adhesives meeting low-VOC requirements set by LEED
- An HVAC system which includes Air Handler Units equipped with economizer condenser coils which reduces energy costs during cooling, as well as a night set-back mode whereby interior temperatures will seasonally vary outside the target temperature in order to reduce costs when the building is unoccupied.

See our Corporate [Environmental Policy](#) for more information.

Operator Sustainability Initiatives

Topic

Discussion of approach to measuring, incentivizing, and improving sustainability impacts of tenants [IF-RE-410a.3]

As a triple-net landlord, our third-party operators have control and responsibility for the properties in our real estate portfolio on a day-to-day basis. While our ability to mandate environmental changes to their operations is limited, our tenants are contractually bound to preserve and maintain our properties in good working order and condition. In connection with this, they are generally required to meet or exceed annual expenditure thresholds on capital improvements and enhancements of our properties. Compliance with this requirement alone, in certain cases, produces improvements in the environmental performance of our properties and reduces energy usage, water usage, and direct and indirect greenhouse gas (GHG) emissions.

Our asset management team seeks to monitor and enforce these contractual requirements, through both Omega personnel and third-party inspectors periodically visiting our properties. These visits focus on ensuring that our properties are being suitably maintained and sometimes result in corrective repair and replacement recommendations. We require that these corrections and replacements comply with local building codes, which often results in the incorporation of sustainable improvements into our properties.

Omega has implemented a capital expenditure sustainability initiative to encourage operators to invest in financially beneficial and environmentally enhancing investment projects. The idea is to financially incentivize operators, through discounts on our standard cost of capital, to invest in sustainable capital projects that provide a favorable return on investment while reducing the environmental footprint of these operations. We have engaged third party consultants to provide recommendations as to what investments provide this combination of economic and environmental benefit. However, we have also encouraged our operators to propose their own suggestions, which we will evaluate based on the extent of the environmental impact. Finally, given the broad geographic dispersion and general lack of direct competition that exists among many of our operators, we are encouraging them to share environmental best practices. Further, we expect to showcase some of these environmental investments at our operator conference, which is generally held biennially, to highlight ways in which financial and environmental efforts can be aligned.

	2020	2021	2022
Percentage of leases or agreements that contain provisions requiring compliance with applicable health and safety laws.	100%	100%	100%
Developments built to LEED/green certification standards (%)	39%	80%	81%

All of our leases or agreements contain provisions requiring compliance with applicable health and safety laws. In addition, since 2015, 56% of Omega's development capital has been allocated to facilities built to LEED certification standards.

Pre-acquisition Due Diligence

Topic

Discussion and analysis on use of Phase I and Phase II Environmental Site Assessments (ESAs)

As a triple-net landlord, our third-party operators have control and responsibility for the properties in our real estate portfolio. Our due diligence on all real estate acquisitions includes Phase I and, where appropriate, Phase II environmental assessments (ESAs) as part of our analysis to understand the environmental condition of the property, including whether there is indication of any release of hazardous substances, chemical or waste storage, or other environmental concerns or risks, and to determine whether the property meets certain environmental standards. In the event that our due diligence uncovers environmental contamination, we work with the sellers and/or operators to mitigate any issues.

Because our portfolio is primarily comprised of SNFs, the operations in our facilities are also subject to stringent health regulation and oversight by state regulators, which generally lowers the risk of environmental contamination onsite.

	2020	2021	2022
Number of Phase II ESAs conducted	0	0	2

Physical Climate Risk

Topic

Discussion and analysis of physical climate risk to properties and insurance requirements

We regularly monitor the impact of significant natural disasters on our properties. In most leases our tenants are required to carry full replacement cost coverage on all improvements located on our properties. For those properties located in a nationally designated flood zone, we typically require our tenants to carry flood insurance pursuant to the federal flood insurance program. For those properties located in an area of high earthquake risk, we typically require our tenants to carry earthquake insurance above what is traditionally covered in an extended coverage policy.

Area of properties/facilities located in FEMA designated 100-year flood zones, by property subsector¹¹
[IF-RE-450a.1]

For 2022, approximately 6% of properties were located in 100 Year Flood Zones. Of these properties, 94% are SNFs. Put another way, in 2022, about 5% of annualized rent and about 5% of our gross real estate investment balance were located in these defined at-risk geographies.

Our corporate goal is to derive less than 10% of rental income from properties in FEMA designated 100-year flood zones.

Description of climate change risk exposure analysis, degree of systematic portfolio exposure, and strategies for mitigating risks
[IF-RE-450a.2]

During the due diligence process, we evaluate the risk of physical, natural disaster or extreme weather patterns on the properties we are looking to acquire. We determine whether there are specific risks to that property or region that need to be mitigated. Through insurance and property specific safety measures - for example, hurricane shutters, earthquake-compliant construction, elevated generators - we seek to ensure that the real estate is both protected and fit for purpose.

¹¹ 100-year flood zones are defined as land areas subject to a one percent or greater chance of flooding in any given year. For properties located in the U.S., 100-year flood zones shall include those land areas designated by the U.S. Federal Emergency Management Agency (FEMA) as special flood hazard areas (SFHA).

Social: Supporting Our People

Team Member Development & Support

Topic	2020	2021	2022								
Human Capital Support & Development	<p>The success we have achieved as a company is based on the focused passion and dedication of our people. Our employees' commitment to Omega provides better service to our tenants and stakeholders, creates an inclusive and collegial working environment and generates long-term value for our shareholders and the communities which we serve. See our Human Capital Support & Development Policy for more information.</p>										
Employee Engagement	<p>Omega conducts an annual employee engagement survey. We share the results with our board of directors, the management team, and all employees.</p> <p>The management team uses the employee engagement survey and its participation rates and overall score to help shape and improve elements of the business, correlated with employee needs, based on the results and feedback of the survey. Below, we provide these figures from our employee engagement survey for the last three years.</p> <p>By employing a year over year look, the management team can determine the workplace climate and trends both in areas of opportunity and positivity, and then strategize on a human capital management plan with a focus on employee engagement and retention.</p> <p>In addition to the survey, we hold employee town hall meetings generally twice a year. These are generally attended by all employees. During these meetings, the management team provides updates on key elements of the business. In addition, the management team encourages employee questions or comments.</p> <table border="1"> <tbody> <tr> <td>Participation (%)¹²</td> <td>100%</td> <td>94%</td> <td>100%</td> </tr> <tr> <td>Scores (out of 5)</td> <td>4.21</td> <td>4.13</td> <td>4.31</td> </tr> </tbody> </table>			Participation (%) ¹²	100%	94%	100%	Scores (out of 5)	4.21	4.13	4.31
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Scores (out of 5)	4.21	4.13	4.31								
Employee Training & Professional Development	<p>All senior management receive one-on-one coaching from both the VP, HR and an external consultant who specializes in the executive coaching discipline. In 2022, all senior management participated in an offsite leadership summit. The event consisted of engaging leadership topic sessions delivered by subject matter experts.</p> <p>We encourage employees to keep current in their professions by either acquiring the appropriate certification (CPA, SHRM-SCP, etc.) and/or taking the appropriate classes/training to attain CPEs, CLEs, PDCs, etc. We also offer an annual tuition reimbursement program and reimbursement of certain professional development expenses. All employees are allotted \$5,000 a year to seek out professional development classes or seminars to enhance their skills and knowledge.</p> <p>All employees participate in our annual performance review process that consists of self-evaluation, supervisor evaluation and a discussion on overall performance along with potential career pathing.</p>										

¹² Based on Gallup Poll survey conducted periodically of the existing employee base.

Topic	2020	2021	2022
Employee Turnover Rates ¹³			
Involuntary	4.04%	0.00%	1.85%
Voluntary	6.06%	1.94%	1.85%
Total	10.10%	1.94%	3.70%

Compensation & Benefits

Omega provides a competitive benefits program including Medical, Dental and Vision coverage, a nondiscretionary 401k with an employer match, 12 weeks of paid parental leave to all employees upon the birth or adoption of a child, Flexible Spending Accounts, Employer-funded life and disability insurance, hospital indemnity, supplemental long-term disability insurance, generous personal time off, flexible working hours and location, mother's room (breast-feeding/ lactation facility), and corporate discounts.

Healthcare insurance covers fertility services, contraception and gender reassignment services. To promote health and wellbeing, we also offer free access to our headquarters' gym, which is coupled with annual exercise and health drives. Every employee has a standing desk and an ergonomic chair.

To attract, retain and award our talent, Omega's Employee Stock Purchase Program allows all eligible employees, with the exception of our NEOs, to buy company stock, subject to the terms of the plan, at a discount up to the lower of 20% of their salary or \$25,000.

¹³ Involuntary turnover is defined as termination of employment by the company. Voluntary turnover is defined as employees who chose to resign from their position (excluding retirement).

Diversity, Equity & Inclusion

Topic

Diversity & Inclusion Initiatives

Omega has a long-standing commitment to being an equal opportunity employer and has implemented Equal Employer Opportunity policies. In 2022, Omega conducted diversity and inclusion training for our Board members and employees, with 100% completion.

In 2020, our CEO, C. Taylor Pickett, reinforced our diversity and inclusion commitment by signing the CEO Action for Diversity and Inclusion Pledge, one of the largest CEO-driven business commitments to act on and advance diversity, equity and inclusion in the workplace. In addition, in 2020, we implemented several initiatives to further our commitment to diversity and inclusion within our workforce and Board, in our local community and in the industry in which we operate, particularly in light of the racial and social justice challenges that were highlighted in 2020 and during the pandemic.

Omega has expanded its recruitment practices to reach more diverse candidates for employment and Board positions and developed an internship program with a focus on increasing diversity in the pipeline of eligible employees. At the executive level, one of Omega's four NEOs is a woman and brings racial diversity to the team, and at the senior management level, 25% are women and 25% bring racial diversity to the team¹⁴. We generally report to the full board quarterly on our workforce diversity efforts. In addition, in 2020 we expanded our holiday calendar to include Juneteenth as a paid holiday and encouraged team members to utilize the additional time to learn more about the holiday.

¹⁴ <https://www.omegahealthcare.com/about-us/leadership-team>

Topic	2020	2021	2022
Retention Rate (% women) ¹⁵	100%	100%	96%
Promotions (% women)	67%	50%	14%
Revenue Producing Roles (% women) ¹⁶	36%	36%	38%
Equitable Compensation	Omega regularly conducts pay equity reviews as we seek to ensure women and men, on average, at various roles and levels of the Company, are paid equitably for their roles and contributions to our success. When a difference is uncovered in total compensation (across base, bonuses and equity), we seek to remediate the gap in order to achieve pay parity.		

2022 Compensation¹⁷ Ratio: Male / Female

Senior Management Level	1 / 0.82
Management Level	1 / 1.05
All Other Employees	1 / 0.88

2022 Compensation¹⁷ Ratio: White / Non-White

Senior Management Level	1 / 0.82
Management Level	1 / 0.91
All Other Employees	1 / 1.00

Employee Demographic¹⁸

	Male	Female	White	Non-White
Senior Management (n: 8)	75%	25%	75%	25%
Management (n:17)	71%	29%	88%	12%
All Other Employees (n: 27)	33%	67%	85%	15%

Age Demographic¹⁸

	2020	2021	2022
<29	12%	7%	12%
30 to 49	50%	54%	56%
>50	38%	39%	33%
n	50	54	52

¹⁵ Percentage of women who remained employed at Omega (excluding those who retired)

¹⁶ Female employees who work in roles directly impacting the company's revenues, excluding support staff – as per Bloomberg Gender Equality Index definition

¹⁷ Ratio of base salaries

¹⁸ As of December 2022.

Investing in Our Community

Topic

Philanthropic & Charitable Initiatives	<p>In 2020, Omega established, “The Omega Healthcare Investors Business Scholarship Fund”, an undergraduate scholarship fund for Black students at a local historically Black university. Omega funded a \$100,000 per year commitment for 5 years. In 2022, Omega donated over \$21,000 to Alzheimer’s related charities. In addition, each year Omega provides five charities that support local Black communities with \$10,000 each, provides a holiday charitable gift of \$10,000 to a local charity, and provides a company match of up to \$2,500 per employee in our Charitable Giving & Match program.</p>		
Community	<p>We have invested in several local charitable partnerships to improve economic, health and social outcomes in the local Baltimore, Maryland community, with a focus on the local Black community and historically underrepresented communities.</p>		
Industry	<p>Omega continues to sponsor Black Administrators in Training programs (AITs) at select facilities in partnership with operators. This program offers its participants the opportunity to develop the skillsets to lead operations at skilled nursing facilities and aims to enhance Black representation in senior roles at our properties. Since we began this program in 2020, Omega has sponsored eight AITs. Six individuals have completed training and have been, or are in the process of being, placed at a facility. Currently, two are in the training or selection process.</p> <p>Additionally, we have committed as a Founding Donor to support Nareit’s Dividends Through Diversity, Equity & Inclusion program, which supports charitable and educational organizations and initiatives that will help create a more diverse, equitable, and inclusive REIT and publicly traded real estate industry. Members of management serve on Nareit’s Corporate Governance Council and Real Estate Sustainability Council.</p>		
	2020	2021	2022
Charitable Giving & Match program	\$88,177	\$265,255	\$283,309

Governance: Protecting Our Stakeholders

Business Conduct & Ethics

Topic

Ethics & Risk Management

- **Code of Ethics:** Our [Code of Business Conduct and Ethics](#) applies to our directors, officers and employees.
- **Whistleblower Policy:** We maintain a third-party administered whistleblower hotline and website that enable anonymous reporting of compliance and ethics concerns.
- **Human Rights Policy:** Our [Human Rights Policy](#) is informed by reference to third-party international organizations.
- **Enterprise Risk Management:** Our Board reviews the Company's risks and enterprise risk management processes regularly.
- **Vendor Code of Conduct:** We implemented a [Vendor Code of Conduct](#) in 2021 aimed at improving corporate social responsibility among our key vendors and aligning their practices with our policies.

2020

2021

2022

Total amount of monetary losses as a result of legal judgements associated with corruption and bribery

\$0

\$0

\$0

Political Contributions Policy

Omega does not permit the illegal use of Company funds or property for the support of political parties or political candidates for any office (federal, state or local) in the United States or any foreign country. No director, officer or employee is authorized to make or approve such a contribution. See Section C, on page 4, of our [Code of Business Conduct & Ethics](#) found on our website at www.omegahealthcare.com for more information.

Data Security and Privacy

Omega's Vice President of Technology is responsible for overseeing our information security program, which we aim to align with industry recognized cybersecurity frameworks. In addition, we maintain an Information Security Incident Response Plan, and have established information security/cybersecurity policies that are internally available to all employees. We conduct cybersecurity training for all employees at least annually. Additionally, we conduct regular cyber risk assessments through our cyber insurance carrier and conduct internal phishing and cyber tests to monitor vigilance of our employees. We employ an escalation process which employees can follow in the event an employee notices something suspicious, and conduct periodic assessments by third parties to assess our vulnerability management and security controls and to assist us in identifying and mitigating security risks. We generally hold corporate townhalls at least twice a year where employees are encouraged to recommend system changes to mitigate corporate risks; and employees may use an anonymous whistleblower hotline and website to raise potential concerns, threats, and risks.

Our Audit Committee has primary oversight of the Company's information security and privacy efforts as they relate to financial reporting, and reviews and discusses the program with management quarterly, with the board providing general oversight of information security and privacy. Our management team reports to the Board on these efforts at least annually.

Global Tax Strategy

It is Omega's overall goal to meet and exceed expectations of its stakeholders, while continuing to build its reputation as a responsible member of the global business community. Our global tax strategy is intended to help facilitate this goal, while treating existing and potential jurisdictions as stakeholders and balancing their needs and concerns with those of the Company and the rest of its stakeholders.

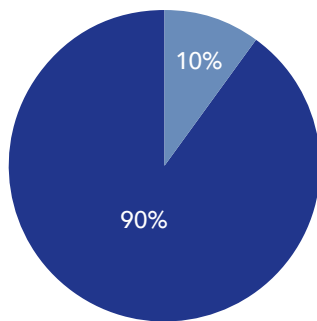
See our [Global Tax Strategy](#) for more information found on our website at www.omegahealthcare.com.

Board of Directors¹⁹

Topic

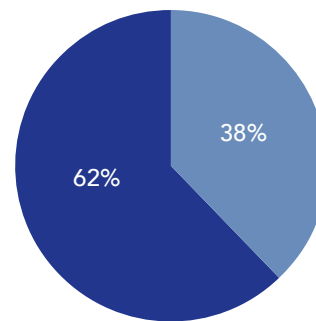
Independence (%)	88%
Diversity (%)	Our Nominating and Corporate Governance Committee endeavors to identify nominees that possess diverse educational backgrounds, business experiences, life skills, as well as diverse gender, racial, sexual orientation, national origin and ethnic characteristics.

Board Diversity: 2015 vs. 2023



2015 (2016 Proxy)

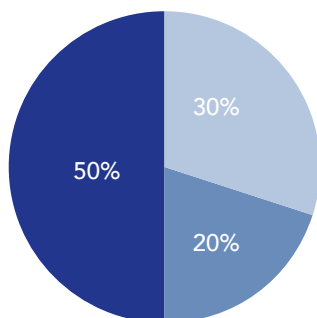
● Female ● Male



2023 (2023 Proxy)

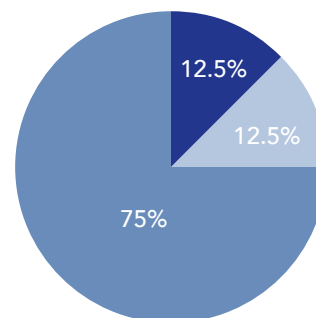
● Female ● Male

Director Age Breakdown: 2015 vs. 2023



2015 (Average Age: 66 Years)

● 50s ● 60s ● 70s

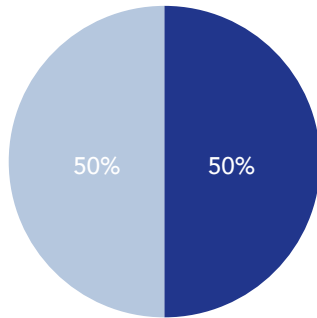


2023 (Average Age: 64 Years)

● 50s ● 60s ● 70s

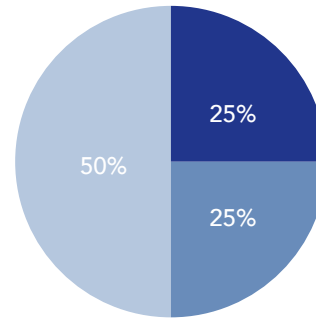
¹⁹ As of June 3, 2022.

Board Tenure: 2015 vs. 2023



2015 (Average Tenure: 10 Years)

● 0-5 Years ● 11+ Years



2023 (Average Tenure: 9.6 Years)

● 0-5 Years ● 6-10 Years ● 11+ Years

Board Structure

- **Annual Election of Directors:** Our Board consists of a single class of directors who stand for election each year.
- **Opted-out of Maryland Unsolicited Takeover Act:** In November 2019, the Board opted out of the provisions of the Maryland Unsolicited Takeovers Act that otherwise would permit the Board, without shareholder approval, to divide the Board into three classes serving staggered three-year terms.
- **Majority Voting Standard for Direction Elections:** Our Bylaws include a majority voting standard for the election of directors in uncontested elections. Any incumbent director who fails to receive the required vote for re-election must offer to resign from the Board. Stockholders can vote for, against or abstain from voting on each nominee.
- **Chair and CEO Roles Separated:** Our independent Chair of the Board provides independent leadership for our Board.

Shareholder Rights

- **No Poison Pill:** We do not have a “poison pill” shareholder rights plan in effect.
- **Shareholder Amendments to Bylaws:** Our Bylaws may be amended by shareholder vote.
- **Shareholder-Requested Special Meetings:** Our shareholders have the ability to call a special meeting of shareholders in accordance with the process set forth in the Bylaws.
- **Proxy Access Bylaws:** Stockholders meeting certain eligibility requirements have the right to nominate equal to the greater of two director seats or 20% of the Board with the process set forth in the Bylaws.

Compensation Practices

For each of the last three years, our Say-on-Pay advisory vote support has totaled 95% or better.

Topic	2020	2021	2022
Say-on-Pay Advisory Vote Support ²⁰	96%	97%	95%

- **Stock Ownership Guidelines:** We maintain stock ownership guidelines for our senior officers and our non-employee directors.
- **Clawback Policy:** Our Board has voluntarily adopted a formal clawback policy that applies to executive incentive compensation.
- **Anti-Hedging and Anti-Pledging:** Our directors, officers and employees are subject to anti-hedging and anti-pledging policies.
- **Annual Say-on-Pay:** We annually submit “say-on-pay” advisory votes for our shareholders’ consideration and vote.

²⁰ As a percentage of votes cast.

UN SDGs

Omega has chosen the SDGs that most directly apply to our business. These SDGs help us shape our policies and long-term goals.



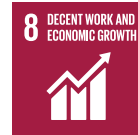
Ensure healthy lives and promote well-being for all at all ages



Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all



Achieve gender equality and empower all women and girls



Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all



Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation



Reduce inequality within and among countries

UN SDG Targets



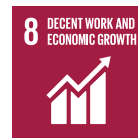
- Achieve universal health coverage, including financial risk protection, access to quality essential health-care services and access to safe, effective, quality and affordable essential medicines and vaccines for all
- By 2030, reduce by one third premature mortality from noncommunicable diseases through prevention and treatment and promote mental health and well-being



- By 2030, substantially increase the number of youth and adults who have relevant skills, including technical and vocational skills, for employment, decent jobs and entrepreneurship
- By 2030, eliminate gender disparities in education and ensure equal access to all levels of education and vocational training for the vulnerable, including persons with disabilities, indigenous peoples and children in vulnerable situations



- Ensure women's full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life



- By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value



- Develop quality, reliable, sustainable and resilient infrastructure, including regional and transborder infrastructure, to support economic development and human well-being, with a focus on affordable and equitable access for all



- By 2030, empower and promote the social, economic and political inclusion of all, irrespective of age, sex, disability, race, ethnicity, origin, religion or economic or other status

Omega's Activities



- Skilled Nursing Facilities still fulfill an essential need within the healthcare continuum, with the majority of residents at our Skilled Nursing Facilities being funded through Medicaid, which covers low-income individuals
- Many of our facilities care for patients with cognitive issues, including memory and mental health disorders



- Community: Omega invested in several local charitable partnerships to improve economic, health and social outcomes in the local Baltimore, Maryland community, with a focus on the local Black and other historically under-represented communities
- Industry: Omega provides grants for operator training programs that focus on development of talent from historically under-represented communities and has initiated a multi-year scholarship and mentorship program at a local historically Black university as well as an internship program, with a focus on under-represented communities



- Omega has expanded its recruitment practices to reach more diverse candidates for employment and Board positions and has developed an internship program with a focus on increasing diversity in the pipeline of eligible employees. At the executive level, one of Omega's four NEOs is a woman and brings racial diversity to the team, and at the senior management level, 25% are women and 25% bring racial diversity to the team²¹



- Omega regularly conducts pay equity reviews to ensure women and men, on average, at various roles and levels of the Company, are paid equitably for their roles and contributions to our success. When a difference is uncovered in total compensation (across base, bonuses and equity), we seek to remediate the gap in order to achieve pay parity



- Since 2015, Omega has committed over \$9.9 billion to acquire, develop and enhance Skilled Nursing Facilities which primarily focus on the wellbeing of the old and frail
- The majority of our operators' reimbursement is from Medicaid, which addresses the needs of low-income individuals



- Omega implemented a comprehensive Human Rights Policy shaped by UN's "Universal Declaration on Human Rights" & ILO's "Declaration on Fundamental Principles and Rights at Work"
- Through its own hiring, training, mentoring, sponsorship and pay equity review programs, Omega is striving to promote inclusion and equality within the company and industry
- We have committed as a Founding Donor to support Nareit's Dividends Through Diversity, Equity & Inclusion program, which supports charitable and educational organizations and initiatives that will help create a more diverse, equitable, and inclusive REIT and publicly traded real estate industry

²¹ <https://www.omegahealthcare.com/about-us/leadership-team>

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