

September 9, 2019



Omega Prices Public Offering of Common Shares on a Forward Basis

HUNT VALLEY, Md.--(BUSINESS WIRE)-- Omega Healthcare Investors, Inc. (NYSE:OHI) today announced that it has agreed to sell 7,500,000 shares of its common stock on a forward basis in connection with the forward sale agreement described below, which is expected to result in gross proceeds of approximately \$300 million to the Company. The forward purchaser (as described below) has also granted the underwriters a 30-day option to purchase up to an additional 1,125,000 shares of the Company's common stock.

BofA Merrill Lynch is acting as sole book-runner for this offering.

The Company entered into a forward sale agreement with BofA Merrill Lynch or its affiliate (the "forward purchaser"). The forward purchaser or its affiliate is expected to borrow from third parties, and sell to the underwriters, 7,500,000 shares of the Company's common stock in connection with the forward sale agreement (or an aggregate of 8,625,000 shares if the underwriters exercise their option to purchase additional shares in full).

Subject to its right to elect cash or net share settlement, the Company agreed to issue and deliver, upon physical settlement of the forward sale agreement on one or more dates specified by the Company within 12 months of entry into the forward sale agreement, up to 7,500,000 shares of the Company's common stock to the forward purchaser (or an aggregate of 8,625,000 shares if the underwriters exercise their option to purchase additional shares in full). In exchange for the shares, the Company will receive cash proceeds per share equal to the applicable forward sale price per share, which will initially be equal to the public offering price per share less the underwriting discount per share, subject to certain adjustments as provided in the forward sale agreement.

The Company intends to use the net proceeds, if any, received upon settlement of the forward sale agreement, to finance a previously announced pending acquisition, with any remaining proceeds to be used for general corporate purposes, including repayment of its outstanding indebtedness, or to fund other potential acquisition, development and investment opportunities.

This offering is being made pursuant to an effective shelf registration statement and prospectus and a related preliminary prospectus supplement filed by the Company with the Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of any offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Copies of the prospectus supplement and related prospectuses for this offering can be obtained from BofA Merrill Lynch, NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte NC 28255-0001, Attn: Prospectus Department, Email: dg.propectus_request@baml.com.

Omega is a real estate investment trust that invests in the long-term healthcare industry, primarily in skilled nursing and assisted living facilities. Its portfolio of assets is operated by a diverse group of healthcare companies, predominantly in a triple-net lease structure. The assets span all regions within the United States, as well as in the United Kingdom. More information on Omega is available at www.omegahealthcare.com.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding Omega's or its tenants', operators', borrowers' or managers' expected future financial condition, results of operations, cash flows, funds from operations, dividends and dividend plans, financing opportunities and plans, capital markets transactions, business strategy, budgets, projected costs, operating metrics, capital expenditures, competitive positions, acquisitions, investment opportunities, dispositions, facility transitions, growth opportunities, expected lease income, continued qualification as a REIT, plans and objectives of management for future operations and statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will" and other similar expressions are forward-looking statements. These forward-looking statements are inherently uncertain, and actual results may differ from Omega's expectations.

Omega's actual results may differ materially from those reflected in such forward-looking statements as a result of a variety of factors, including, among other things: (i) complete any pending acquisition or other transactions in a timely fashion or at all, (ii) the risk the Company may not complete this offering in a timely fashion or at all, and (iii) those risks and uncertainties associated with the Company's business described in its Annual Report on Form 10-K filed on February 26, 2018 and its subsequent filings with the Securities and Exchange Commission. Although the Company believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, the Company can give no assurance that the expectations will be attained or that any deviation will not be material. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. Accordingly, readers should not place undue reliance on those statements. All forward-looking statements are based upon information available to us on the date of this release. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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