

CareTrust REIT, Inc.

## VENDOR CODE OF CONDUCT & BUSINESS ETHICS

Adopted January 31, 2020



CareTrust REIT, Inc. (together with its controlled subsidiaries, “CareTrust” or the “Company”) is committed to corporate responsibility, operational transparency and fair and ethical business conduct, consistent with its Code of Business Conduct and Ethics and related policies, which are available on CareTrust’s website at [www.investor.CareTrustREIT.com/corporate-governance](http://www.investor.CareTrustREIT.com/corporate-governance). The development and ongoing maintenance of these policies and related programs is a Company-wide effort overseen by (i) Board of Directors through its Sustainability & Corporate Responsibility Committee, (ii) our internal Environmental, Social & Governance Committee, which is made up of a representative group of employees from across the Company, and (iii) management.

The Company expects its partners, suppliers, and vendors, as well as their employees, agents and subcontractors (collectively and individually herein “Vendors”), to reflect a similar commitment to integrity and corporate responsibility by complying with this CareTrust Vendor Code of Conduct & Business Ethics (the “Vendor Code”) at all times, especially but not only in connection with their dealings with CareTrust.

### COMPLIANCE WITH CARETRUST’S VENDOR CODE

The Vendor Code is a general statement of ethical responsibility and requirements and may not cover every situation a Vendor may face. When questions, doubts or concerns regarding this Vendor Code or a possible violation hereof arise, Vendors can seek guidance via CareTrust’s executive management at (949) 542-3130, legal department, or the CareTrust whistleblower hotline, at 877-215-9778.

Although Vendors are expected to self-monitor, they should be able to reasonably demonstrate compliance with this Vendor Code upon the Company’s request. If a Vendor is noncompliant, the Company reserves the right to take appropriate actions, including without limitation (i) contract termination, (ii) requiring a Vendor to remove from the CareTrust account any Vendor representative who behaves in a manner that is unlawful or incompatible with this Vendor Code, and (iii) any other action or remedy that CareTrust deems necessary or appropriate in its sole discretion to discourage such noncompliance and disassociate itself therefrom.

### LEGAL AND REGULATORY COMPLIANCE PRACTICES

Vendors are expected to conduct business in full compliance with laws and regulations applicable to their business. Nothing in this Vendor Code grants additional rights or expectations to a Vendor or alters the Company’s contractual or legal rights or obligations. CareTrust reserves the right to modify this Vendor Code at any time in its sole discretion, without prior notice.

### CONFIDENTIALITY AND DATA PROTECTION

Vendors may be entrusted with proprietary and personal information regarding CareTrust’s business or personnel. Vendors should uphold all legal obligations and otherwise ensure protection of all sensitive information, including confidential, proprietary, and personal information. Information should not be used for any purpose beyond the scope of the business arrangement with the Company without prior authorization.

Vendors should also ensure that information remains private by implementing and maintaining adequate cybersecurity measures and complying with all applicable laws and regulations to mitigate risk of a data breach.

## **HUMAN RIGHTS AND LABOR STANDARDS**

We expect our Vendors to treat people with respect and dignity, encourage diversity, promote equal opportunity for all, and help create an inclusive and ethical culture. Specifically, but without limiting the foregoing, CareTrust expects Vendors to adhere to the following standards:

- **Wages and Benefits:** Vendors will comply with all applicable wage and compensation requirements under applicable labor laws for regular work, overtime, maximum hours, piece rates, and other elements of compensation and employee benefits. The Company encourages Vendors to work toward improving standards of living and quality of life for their employees and communities.
- **Freedom of Association:** CareTrust believes its employees are its most important asset and values employee engagement. The Company expects its Vendors to adhere to applicable laws regarding the rights of their employees to affiliate with lawful organizations without interference.
- **Nondiscrimination:** The Company believes that employment should be based solely on a person's ability and not personal characteristics. Vendors are expected to maintain a workplace free of unlawful discrimination, which includes race, gender, marital status, age, color, religion, national origin, disability, veteran status, sexual orientation, or any other characteristic or status protected by law. Vendor employees must not be subjected to verbal, physical, sexual or psychological abuse, harassment, and must be treated with respect and dignity.
- **Prevention of Underage Labor:** Vendors will comply with all applicable minimum age labor laws and not use child labor. Workers must be no younger than the minimum age for employment under applicable law.
- **Human Trafficking:** Vendors should not engage in the recruiting, transporting, or use of forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery, or trafficking of persons.

In addition to the foregoing, CareTrust has adopted a [Policy on Human Rights & Responsibilities](#), which reflects our commitment to the dignity and rights of all people, especially those whose lives may be impacted by our properties and business activities, and the policies and principles reflected therein are incorporated herein by this reference. Vendors are encouraged and expected to honor the principles set forth therein, and to articulate and publish their own policies on human rights and dignity.

## **HEALTH AND SAFETY**

Vendors are expected to (i) incorporate appropriate health and safety management practices into all aspects of their business; (ii) fully comply with all applicable safety and health laws, including in the areas of occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food, and housing; and (iii) minimize employee and visitor exposure to potential safety hazards by appropriately identifying, assessing and minimizing risks.

## ENVIRONMENT

CareTrust is committed to an environmentally sustainable future and expects that its Vendors will comply with applicable environmental laws, including laws and regulations regarding hazardous materials, air emissions, waste, and wastewater discharges. Vendors are encouraged and expected to reduce their carbon footprint and undertake reasonable sustainability initiatives within their own businesses and spheres of influence. From time to time Vendors may be asked to provide non-proprietary data related to the environmental impact of goods or services supplied to CareTrust, to assist us in meeting our objectives of protecting the planet while lowering operating costs and improving the efficiency of our portfolio. Vendors will be expected to deliver such data upon request in a timely, accurate and complete manner.

## ANTI-CORRUPTION, FAIR COMPETITION AND BUSINESS PRACTICES

- **Anti-Bribery and Anti-Corruption:** Vendors shall not engage in any form of corrupt practices including, without limitation, extortion, fraud, impersonation, false declarations, bribery, money laundering, supporting or involvement with terrorist or organized crime organizations or activities. Vendors shall not offer bribes or kickbacks to any CareTrust representative, government official or third party with the intention of obtaining or retaining an unfair business advantage.
- **Antitrust:** We expect all Vendors to comply with applicable antitrust and fair competition laws. Unethical business practices such as improper exchange of competitive information, price fixing, bid rigging, or improper market allocation are prohibited.
- **Conflicts of Interest and Fair Dealing:** Vendors must avoid offering gifts, favors or benefits that are intended (or could appear) to influence CareTrust's employees to act in their personal interest ahead of CareTrust's best interest. Vendors must avoid unfair dealing.
- **Licensing/Permits:** Vendors are expected to obtain and maintain all required licenses and permits to conduct business in applicable jurisdictions.

## FINANCIAL RESPONSIBILITY/ACCURATE RECORDS

Vendors are expected to accurately record, maintain, and report business records, including financial accounting, quality reports, time records, expense reports, and any required submissions to regulatory authorities.

## REPORTING

Vendors are expected to allow employees to raise issues or concerns without fear of retaliation.

## CODES OF CONDUCT AND SUB-TIER VENDORS

Vendors should have management systems in place to support compliance with laws, regulations, and this Vendor Code. We encourage and expect our Vendors to implement their own written codes of conduct and business ethics. ☸

**VENDOR ACKNOWLEDGMENT**

On behalf of the below-named Vendor, I have received and read the Vendor Code of Business Conduct and Ethics (the "Vendor Code") of CareTrust REIT, Inc., and I understand its contents and the expectations set forth therein for CareTrust's vendors, service providers and suppliers. I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute a contract or an assurance of a continuing contractual relationship between my company and CareTrust, or create any rights for my company as a CareTrust vendor, service provider or supplier which are not included in my company's contract with CareTrust.

**VENDOR:**

Name: \_\_\_\_\_

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Its: \_\_\_\_\_

**Vendor Primary Contact/Account Representative:**

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_