

Section 1: DEF 14A (DEF 14A)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

LTC Properties, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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 - (3) Filing Party: _____
 - (4) Date Filed: _____



**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 27, 2020**

The 2020 Annual Meeting of Stockholders of LTC Properties, Inc. will be held virtually, via live webcast, on Wednesday, May 27, 2020 at 5:30 p.m., Pacific Time, at www.viewproxy.com/LTCProperties/2020 to conduct the following items of business:

- (1) To elect five directors to serve on the Board of Directors for the ensuing year and until the election and qualification of their respective successors;
- (2) To ratify the appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal 2020;
- (3) To approve, on an advisory basis, the compensation of the named executive officers; and
- (4) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Only stockholders whose names appear of record on our books at the close of business on April 13, 2020 are entitled to notice of, and to vote at, such 2020 Annual Meeting or any adjournment or postponement of such 2020 Annual Meeting.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Pamela Shelley-Kessler", is written over a white background.

PAMELA J. SHELLEY-KESSLER
Executive Vice President, Chief Financial Officer and
Corporate Secretary

Westlake Village, California
April 21, 2020

IMPORTANT: Whether or not you plan to attend the 2020 Annual Meeting virtually, please vote as promptly as possible (a) via the internet or telephone, if and as instructed by your broker or other nominee holder, or (b) if this proxy statement was mailed to you by completing, dating and signing the enclosed proxy card and mailing it in the accompanying postage paid envelope.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 27, 2020—the Proxy Statement and the Annual Report are available at <http://www.astproxyportal.com/ast/26002/>.

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PROXY STATEMENT

Solicitation

This proxy statement is furnished to the stockholders of LTC Properties, Inc., a Maryland corporation ("LTC"), in connection with the solicitation of proxies by the Board of Directors (the "Board") for use at the 2020 Annual Meeting of Stockholders of LTC or at any adjournment or postponement of the 2020 Annual Meeting. The approximate date on which this proxy statement and the form of proxy are first being sent to our stockholders is April 21, 2020.

The cost of the solicitation of proxies will be borne by us. In addition to solicitation by mail, our directors and officers, without receiving any additional compensation, may solicit proxies personally, by telephone, by facsimile or electronically. We will request brokers, banks, and other nominees holding stock in their names for others to forward proxy materials to their customers or principals who are the beneficial owners of common shares and will reimburse them for their expenses in doing so. We have retained the services of Georgeson LLC for a fee of \$8,500 plus out-of-pocket expenses, to assist in the solicitation of proxies.

Meeting

The 2020 Annual Meeting will be held on Wednesday, May 27, 2020 starting at 5:30 p.m., Pacific Time.

In light of public health impact and travel concerns relating to the coronavirus (COVID-19) pandemic, the 2020 Annual Meeting will be held in a virtual meeting format only and can be accessed online at www.viewproxy.com/LTCProperties/2020.

In order to participate in the 2020 Annual Meeting via live webcast, you must register at www.viewproxy.com/LTCProperties/2020. Please register in advance by 8:59 p.m., Pacific Time, on Monday, May 25, 2020. As part of the registration process, you will have an opportunity to submit questions before the start of the 2020 Annual Meeting.

If you are a record holder, after registering, you will be assigned a Virtual Control Number in order to vote your shares. If you hold your shares beneficially through a broker, bank or other nominee, you must provide a legal proxy from your broker, bank or other nominee during registration and you then will be assigned a Virtual Control Number in order to vote your shares during the 2020 Annual Meeting. If you are unable to obtain a legal proxy to vote your shares, you will still be able to attend the 2020 Annual Meeting (but will not be able to vote your shares) so long as you demonstrate proof of stock ownership. Instructions on how to connect and participate online, including how to demonstrate proof of stock ownership, will be posted at www.viewproxy.com/LTCProperties/2020.

To avoid any delays in the registration process, we encourage you to register in advance by 8:59 p.m., Pacific Time, on Monday, May 25, 2020. We also encourage you to access the meeting prior to the start time. The online portal to enter the 2020 Annual Meeting will open approximately 30 minutes before the start of the meeting on Wednesday, May 27, 2020.

Any adjournment, postponement, or material changes to the date, time, location, or format of the 2020 Annual Meeting will be announced via press release, posted on our website at www.LTCreit.com, and filed as additional proxy materials with the Securities and Exchange Commission ("SEC").

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As always, we encourage you to vote your shares prior to the 2020 Annual Meeting.

Voting Rights

At the close of business on April 13, 2020, there were 39,217,848 shares of common stock outstanding and eligible for voting at the 2020 Annual Meeting. Only stockholders of record at the close of business on April 13, 2020, are entitled to notice of, and to vote at, the 2020 Annual Meeting. The presence virtually or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast constitutes a quorum for the transaction of business at the 2020 Annual Meeting.

Voting of Proxy

You may vote by attending and voting at the virtual 2020 Annual Meeting as described above under “Meeting”, or you may vote by submitting a proxy. The method of voting by proxy differs depending on whether (1) you are viewing this proxy statement on the internet or receiving a paper copy, and (2) you hold your shares as a record holder or in “street name.”

If you are the record holder of your stock and you are receiving a paper copy of this proxy statement, you may vote by completing, dating and signing the proxy card that was included with the proxy statement and promptly returning it in the pre-addressed, postage paid envelope provided to you. If you do not have a postage-prepaid envelope, please mail your completed proxy card to the following address: American Stock Transfer and Trust Company, Proxy Department, 6201 15th Avenue, Brooklyn, NY 11219.

If you hold your shares of common stock in “street name,” you will receive instructions from your broker, bank or other nominee on how to vote your shares. Your broker, bank or other nominee may allow you to deliver your voting instructions via the internet and may also permit you to submit your voting instructions by telephone.

Broker Non-Votes

If you are a “street name” beneficial owner whose shares are held of record by a broker, the rules of the New York Stock Exchange (“NYSE”) require your broker to ask you for instructions on how to vote. If you do not provide voting instructions to your broker, then your broker may only exercise discretionary authority to vote on routine matters. Of the items described in this proxy statement, routine matters consist only of Proposal 2 “*Ratification of Independent Registered Public Accounting Firm.*” Your broker may not exercise discretionary authority to vote on non-routine matters. This lack of discretionary authority is called a “broker non-vote.” Of the items described in this proxy statement, non-routine matters consist of Proposal 1 “*Election of Directors,*” and Proposal 3 “*Advisory Vote to Approve Named Executive Officer Compensation.*” The effect of broker non-votes is set forth in the description of each item in this proxy statement. Despite limitations impacting broker non-votes, your broker can register your shares as being present at the 2020 Annual Meeting for purposes of determining the presence of a quorum.

Majority Voting

The Bylaws of our company provide for a majority voting standard for the election of directors. Under this voting standard, once a quorum has been established with respect to an election that is not contested, directors are elected by a majority of the votes cast. This means that the number of shares voted for a director nominee must exceed the number of shares voted against that director nominee. Abstentions and broker non-votes are not counted as a vote cast either for or against a director nominee. If a director standing for reelection is not elected by the requisite majority of the votes cast in an uncontested election, that director must tender his or her resignation, subject to acceptance by the Board. The Nominating and Corporate Governance Committee will then make a recommendation to the Board as to whether to accept or reject the tendered resignation or whether other action should be taken. Within 90 days of certification of the stockholder vote, the Board will publicly disclose its decision and rationale regarding whether it accepted or rejected the resignation or describe what other action it took in response to the tendered resignation. In a contested election, where the number of nominees exceeds the number of directors to be elected, directors will be elected by a plurality of the votes cast. *The election of directors at the 2020 Annual Meeting is uncontested and, therefore, the majority voting standard will apply.*

Board of Directors' Recommendations

The Board's recommendations are set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote:

For the election of each of the Board of Directors' nominees for director;

For the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2020; and

For the approval of the compensation of the named executive officers, as disclosed in this proxy statement.

Revocability of Proxy

The giving of a proxy does not preclude the right to revoke the proxy or vote virtually should the stockholder giving the proxy so desire.

If you are a stockholder of record, you have the power to revoke your proxy at any time prior to its exercise by: (a) delivering a written statement to our Investor Relations Department that the proxy is revoked; (b) by delivering to us a later-dated proxy executed by the person executing the prior proxy; or (c) by attending the 2020 Annual Meeting via live webcast and voting virtually as described above under "Meeting".

If you hold your shares in "street name" through a broker, bank or other nominee, you may change your vote by submitting new voting instructions to your broker, bank or other nominee. Please note that to vote at the 2020 Annual Meeting via live webcast as described above under "Meeting" and thereby act to revoke prior voting instructions, you must obtain a legal proxy issued in your name from your broker, bank or other nominee.

ALL STOCKHOLDERS ARE URGED TO VOTE AS PROMPTLY AS POSSIBLE VIA (A) THE INTERNET OR TELEPHONE, IF AND AS INSTRUCTED BY YOUR BROKER OR OTHER NOMINEE, OR (B) IF THIS PROXY STATEMENT WAS MAILED TO YOU, BY COMPLETING, DATING AND SIGNING THE ENCLOSED PROXY CARD AND MAILING IT IN THE ACCOMPANYING POSTAGE PAID ENVELOPE.

CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS

Code of Ethics

LTC is committed to having sound corporate governance principles. To that end, we have adopted a Code of Business Conduct and Ethics applicable to the members of the Board and all of our company's employees, including the principal executive officer, principal financial officer, principal accounting officer or controller, and persons providing similar functions. Our Code of Business Conduct and Ethics is available on our website at www.LTCreit.com. If we amend or waive the Code of Business Conduct and Ethics with respect to any of our directors or executive officers, we will post the amendment or waiver on our website.

Corporate Governance Guidelines

To guide us in director independence and other governance matters, we have adopted Corporate Governance Guidelines as required by the NYSE listing standards. The matters addressed in our Corporate Governance Guidelines include board composition, board meetings, board committees, management responsibility, and stock ownership guidelines. A copy of our Corporate Governance Guidelines is available on our website at www.LTCreit.com.

Key Governance Principles

Company Culture and Employees

We strive to cultivate a cohesive company culture. We are committed to a culture that provides an engaging work environment and encourages respect, collaboration, communication, transparency, and integrity. We seek to hire talented employees with diverse backgrounds and perspectives, and to provide an environment where capable team members can have fulfilling careers in the real estate industry. We invest in our employees' development and training, providing access to in-class and online learning and encourage attendance at various senior care and real estate industry conferences where employees can choose from various presentations, seminars and workshops.

In order to attract, motivate, reward and retain our employees, we offer competitive pay and compensation packages including medical, dental, and vision coverage, paid time off, paid holidays, parental leave, and certification reimbursement program. Additionally, for qualified employees we offer 3-year vesting in our 401(k) with an employer contribution/matching program, the opportunity to earn bonuses and restricted stock awards. As a result, we had a low employee turn-over rate of 9.3% in 2019.

We focus on our employees' safety and health by prohibiting employees from lifting heavy objects and encourage good nutrition by providing healthy snacks. Also, we make adjustable stand-up desks available and encourage our employees to use them. During the last decade, we had only one worker's compensation claim.

Environmental, Social and Governance

We believe that integrating environmental, social and governance, or ESG, initiatives into our strategic business objectives will contribute to our long-term success. Through our sustainability efforts, we seek to incentivize positive change and create value for our stakeholders. The following are some highlights of our corporate sustainability efforts:

We provide our triple net lease operators capital improvement allowances for the redevelopment, expansions and renovations at our properties which may include energy efficient improvements;

We provide our development partners with capital to build new state-of-the-art properties with energy efficient components and design features;

We obtain Phase I environmental reports as part of our due diligence procedures when acquiring properties and attempt to avoid buying real estate with known environmental contamination;

Our document retention practice strives to reduce paper usage and encourages electronic file sharing;

We participate in a recycling program at our corporate headquarters and encourage our employees to reduce, reuse and recycle waste;

During 2019, we donated over \$17,000 to external charitable organizations that provide support services to the communities that sustain our residents, operating partners and employees;

We support efforts to cure diseases that afflict our residents and loved ones by sponsoring and participating in local community events such as the Walk to End Alzheimer's;

We encourage our employees to support our local community through voluntarily contributions to our company-wide holiday season toy collection for the Toys for Tots Charity;

We are committed to diversity and inclusion in the workplace and our current workforce is comprised of 55% women and 45% men; and

Our company's Board reflects diversity in terms of experience, professional background and gender with a current composition of 40% women (two directors).

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Succession Planning

The Board is responsible for reviewing LTC's succession plan for the Chief Executive Officer and working with appropriate members of management to review general management succession plans. In performing these functions, the Chief Executive Officer makes available to the Board her recommendations and evaluations of potential successors, along with her review of any development plans recommended for such individuals.

Whistleblower Process

Our company has implemented a whistleblower hotline and dedicated email address to enable all interested parties, including employees, to submit confidential complaints, concerns, unethical business practices, violations or suspected violations for any and all matters pertaining to accounting, internal control, or auditing. As provided in our Code of Business Conduct and Ethics, our company will not tolerate retaliation for whistleblower reports made in good faith.

Board Structure and Committee Composition

The business of LTC is conducted under the direction of the Board, which is elected by our stockholders. The basic responsibility of the Board is to lead our company by exercising its business judgment to act in what each director reasonably believes to be the best interests of our company and its stockholders. Leadership is important to facilitate the Board acting effectively as a working group so that our company and its performance may benefit. Our Corporate Governance Guidelines contemplate that the Chief Executive Officer shall be nominated annually to serve on the Board.

Our company currently combines the positions of Chairman of the Board and Chief Executive Officer. Separation of the positions of Chairman and Chief Executive Officer is not mandated by our company's Articles, Bylaws, or Corporate Governance Guidelines. The Board believes that the advisability of having a separate or combined Chairman and Chief Executive Officer is dependent upon the strengths of the individual(s) holding these positions. Wendy L. Simpson, Chairman and Chief Executive Officer, has served as a senior executive and director of our company for more than a decade. She has a deep understanding of our company's historical and current business and financial operations and is able to lead the Board in anticipating and responding to key company developments, challenges, and opportunities. The Board believes that combining the Chairman and Chief Executive Officer positions provides our company with the right foundation to pursue strategic and operational objectives, while maintaining effective oversight and objective evaluation of the performance of our company. Ms. Simpson does not serve on any outside boards of directors other than LTC, so that she is able to devote her full attention to our company.

Aside from Ms. Simpson, all members of the Board are independent directors. Our Corporate Governance Guidelines provide that one independent director may be appointed lead independent director. Currently, Boyd W. Hendrickson is the lead independent director. Particularly given that our company combines the positions of Chairman and Chief Executive Officer, the lead independent director serves an important role in our leadership structure. The Board has adopted a Lead Independent Director Charter governing the responsibilities and duties of the lead independent director. A copy of our Lead Independent Director Charter is available on our website at www.LTCreit.com. As set forth in the Lead Independent Director Charter, the lead independent director position serves to enhance board effectiveness, oversee board matters, and act as a liaison between the independent directors and the Chairman. The lead independent director position also serves to ensure the independent directors have adequate resources in making decisions. The lead independent director is empowered to approve meeting agendas, meeting schedules and information sent to the Board. The lead independent director also has the authority to call meetings of the independent directors and presides at executive sessions of the independent directors.

The Board annually conducts a self-evaluation to determine whether it and its committees are functioning effectively. This annual performance evaluation is a component of our Corporate Governance Guidelines. The evaluation includes discussions to determine what, if any, actions should be taken to improve the Board's effectiveness.

The Board has three committees: (1) Audit; (2) Compensation; and (3) Nominating and Corporate Governance. The function of each committee and the membership of the committees currently and during the last year are described below. Each committee operates under a written charter adopted by the Board. All of the committee charters are available on our website at www.LTCreit.com.

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The Board held six meetings in 2019. Each Board member attended at least 75% of Board meetings and committees of the Board on which such member served in 2019. Our policy is to schedule our annual meeting of stockholders after consulting with each director regarding their availability to help ensure their ability to attend. All Board members attended our 2019 Annual Meeting of Stockholders.

The following table reflects the current composition of each committee:

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Boyd W. Hendrickson ⁺	*	*	*
James J. Pieczynski	*	*	C
Devra G. Shapiro	C	*	*
Wendy L. Simpson			
Timothy J. Triche, MD	*	C	*

- + Lead Independent Director
- * Member
- C** Chairman

Audit Committee

The Audit Committee has oversight of all compliance related to financial matters, SEC reporting and auditing. The Audit Committee is responsible for the appointment of, determination of funding for, and oversight of the work of our independent auditor and is involved in the selection of the lead audit engagement partner. The Audit Committee meets at least quarterly with our independent auditor and communicates with the auditor on matters related to the conduct of the audit and critical accounting matters. The responsibilities of the Audit Committee include oversight of risk management, review of related party transactions, and establishing procedures for the treatment of complaints regarding accounting and other matters.

The Audit Committee Charter is available on our website at www.LTCreit.com. The Report of the Audit Committee of the Board of Directors is on page 40 of this proxy statement.

The Board has determined that each member of the Audit Committee is independent within the meaning of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and NYSE listing standards. The Board also has determined that Ms. Shapiro and Mr. Pieczynski each qualify as an “audit committee financial expert” as defined by SEC rules and that they each have accounting and related financial management expertise within the meaning of NYSE listing standards. Ms. Shapiro serves as Chairman of the Audit Committee and served in that role throughout 2019. The Audit Committee met five times in 2019.

Compensation Committee

The Compensation Committee is responsible for overseeing, reviewing, and administering our compensation and benefit practices. The Compensation Committee oversees our general compensation policies, reviews and approves compensation of our executive officers and administers all of our employee benefit plans.

The Compensation Committee Charter is available on our website at www.LTCreit.com. [The Compensation Committee Report is on page 35 of this proxy statement.](#)

The Board has determined that each member of the Compensation Committee is independent within the meaning of NYSE listing standards. Dr. Triche serves as Chairman of the Compensation Committee and served in that role throughout 2019. The Compensation Committee met five times in 2019.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at our Annual Meeting of Stockholders or to fill Board vacancies; (ii) overseeing our policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board; (iii) developing, recommending to the Board and overseeing implementation of our Corporate Governance Guidelines and our Code of Business Conduct and Ethics; and (iv) reviewing on a regular basis our overall corporate governance and recommending improvements when necessary.

The Nominating and Corporate Governance Committee Charter is available on our website at www.LTCreit.com.

The Board has determined that each member of the Nominating and Corporate Governance Committee is independent within the meaning of NYSE listing standards. Mr. Pieczynski serves as Chairman of the Nominating and Corporate Governance Committee and served in that role throughout 2019. The Nominating and Corporate Governance Committee met two times in 2019.

Communications with the Board

Stockholders and all other parties interested in contacting the Board, its committees, the independent directors as a group, the lead independent director, or individual directors may send written correspondence to the Audit Committee Chairman of LTC Properties, Inc. at 2829 Townsgate Road, Suite 350, Westlake Village, California 91361. All such communications will be forwarded to the relevant director(s), except for solicitations or other matters unrelated to our company.

Consideration of Director Nominees

The Board is responsible for the selection of candidates for the nomination or appointment of all Board members. The Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer, recommends candidates for election to the Board and considers recommendations for director candidates submitted by stockholders using the same criteria it applies to recommendations from Nominating and Corporate Governance Committee members, directors and members of management. The Nominating and Corporate Governance Committee will also consider whether to nominate any person nominated by a stockholder pursuant to the provisions of our company's Bylaws relating to stockholder nominations as described below. Since 2019, there have been no material changes to the procedures by which stockholders may recommend nominees. Stockholders may submit recommendations in writing addressed to the Nominating and Corporate Governance Committee, LTC Properties, Inc., 2829 Townsgate Road, Suite 350, Westlake Village, CA 91361.

Stockholders may directly nominate persons for director only by complying with the procedure set forth in our company's Bylaws, which in summary requires that the stockholder submit the names of such persons in writing to our Corporate Secretary not less than 60 days nor more than 150 days prior to the first anniversary of the date of the preceding year's Annual Meeting. The nominations must set forth (i) as to each person whom the stockholder proposes to nominate for election or reelection as a director and as to the stockholder giving the notice (a) the name, age, business address and residence address of such person, (b) the principal occupation or employment of such person, (c) the class and number of shares of our capital stock which are beneficially owned by such person on the date of such stockholder notice, (d) such nominee's consent to serve as a director if elected and (ii) as to the stockholder giving the notice (a) the name and address, as they appear on our books, of such stockholder to be supporting such nominees and (b) the class and number of shares of our capital stock which are beneficially owned by such stockholder on the date of such stockholder notice and by any other stockholders known by such stockholder to be supporting such nominees on the date of such stockholder notice.

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Once a prospective nominee has been identified, by either the Nominating and Corporate Governance Committee or proposed by a stockholder, the Nominating and Corporate Governance Committee makes an initial determination as to whether to conduct a full evaluation of the prospective candidate. This initial determination would include whatever information is provided with the recommendation of the prospective candidate and the Nominating and Corporate Governance Committee's own knowledge of the prospective candidate. The Nominating and Corporate Governance Committee may make inquiries of the person making the recommendation or of others regarding the qualifications of the prospective candidate. The preliminary determination is based primarily on the need for additional Board members to fill vacancies or expand the size of the Board. The Board's policy is to encourage selection of directors who will contribute to our overall corporate goals and to the discharge of the Board's responsibility to our stockholders. The Nominating and Corporate Governance Committee may, at the request of the Board from time to time, review the appropriate skills and characteristics required of Board members in the context of the current makeup of the Board. Board members are expected to prepare for, attend and participate in meetings of the Board and the committees on which they serve; therefore, a prospective candidate must have the ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties as a Board member.

The Nominating and Corporate Governance Committee may conduct interviews with prospective nominees in person or by telephone. After completing the evaluation and interviews, the Nominating and Corporate Governance Committee makes a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board determines the nominees after considering the recommendation and report of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee does not have a specific policy with regard to the consideration of diversity in identifying director nominees. As part of its periodic review of the composition of the Board, the Nominating and Corporate Governance Committee considers whether the composition of the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, and other desired qualities. The Nominating and Corporate Governance Committee does not have formal objective criteria for determining the amount of diversity needed or present on the Board. Instead, the Nominating and Corporate Governance Committee seeks to have a board of directors with a diversity of background and experience.

Additionally, we are currently in compliance with California Senate Bill 826, which requires publicly held corporations with principal executive offices in California to meet certain gender diversity requirements as follows:

- By the close of calendar year 2019, the Board include a minimum of one female director, and
- By the close of calendar year 2021:
 - include a minimum of three female directors if the board size is six or more members;
 - include a minimum of two female directors if the board size is five members; or
 - include a minimum of one female director if the board size is four or fewer members.

**PROPOSAL 1
ELECTION OF DIRECTORS**

Five directors will be elected at the 2020 Annual Meeting of Stockholders. Each person elected as director will hold office until the 2021 Annual Meeting of Stockholders and, in each case, until their respective successors have been duly elected and qualified.

In accordance with the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has nominated Boyd W. Hendrickson, James J. Pieczynski, Devra G. Shapiro, Wendy L. Simpson, and Timothy J. Triche for election as director. Each nominee is currently a director of our company. The five director nominees, their business experience, and specific qualifications, attributes, or skills to serve as director, are set forth below:

Boyd W. Hendrickson
Director since 2005
Age 75

Mr. Hendrickson served as the Chief Executive Officer of Skilled Healthcare Group, Inc. (“SHG”) from April 2002 through November 2013. From November 2013 through December 2014, Mr. Hendrickson served as a consultant to SHG. Mr. Hendrickson also served as a Member of the Board of Directors of SHG from August 2003 through November 2013, including as Chairman of the Board of Directors of SHG from December 2005 through November 2013. SHG was a publicly-traded company with subsidiaries that own and operate skilled nursing and assisted living facilities. In February 2015, SHG was acquired by Genesis HealthCare, Inc. Prior to joining SHG, Mr. Hendrickson was the President and Chief Executive Officer of Evergreen Healthcare, LLC, an operator of long-term health care facilities, from January 2000 through April 2002. Additionally since 2005, Mr. Hendrickson has served as a managing member of Executive Search Solutions, LLC, a provider of recruiting services to the health care services industry. Mr. Hendrickson is a member of the Board of Directors of Earthling Interactive, a private software development company, and is a former member of senior management and the Boards of Directors of Beverly Enterprises, Inc. and Hallmark Health Services.

Mr. Hendrickson’s prior service as an independent director of LTC, past executive and director experience with other public companies, and his multi-decade involvement in the understanding of the health care industry led the Board to conclude he should be nominated to serve another term as director.

James J. Pieczynski
Director since 2014
Age 57

Mr. Pieczynski is currently the Vice Chairman of PacWest Bancorp and is a member of the Board of Directors of Pacific Western Bank and PacWest Bancorp. Prior to that, he was the President of the Capital Source lending division at Pacific Western Bank and a board member at Pacific Western Bank and PacWest Bancorp. Prior to that he was a member of the Board of Directors of CapitalSource, Inc. (“CSE”) from January 2010 until April 2014 when CSE was acquired by PacWest Bancorp. Mr. Pieczynski served as Chief Executive Officer from January 2012 until the acquisition in April 2014. CSE was a publicly-held bank providing commercial loans to small and middle-market businesses nationwide and depository products and services in southern and central California. Mr. Pieczynski previously served as CSE’s Co-Chief Executive Officer from January 2010 through December 2011, CSE’s President-Healthcare Real Estate Business from November 2008 until January 2010, and CSE’s Co-President-Healthcare and Specialty Finance from January 2006 until November 2008. Additionally, Mr. Pieczynski served as an executive officer of our company from 1994 to 2001, and as a member of the Board of Directors of LTC from 1997 to 2001.

Mr. Pieczynski’s prior service as an executive officer and director of LTC, his recent position as Chief Executive Officer of a public financial company, his years of experience in financial and executive positions with health care companies, and his expertise in accounting, financial reporting and controls led the Board to conclude that he should be nominated to serve as director.



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Devra G. Shapiro
Director since 2009
Age 73

Ms. Shapiro served as Chief Financial Officer of IPC Healthcare, Inc. ("IPC") from the time she joined IPC in March 1998 through October 2011. From 2011 to her retirement in 2014, she served as IPC's Chief Administrative Officer. IPC was a publicly-traded national physician group practice company focused on the delivery of acute and post-acute hospitalist medicine services which was acquired by Team Health in 2015. Prior to joining IPC, Ms. Shapiro held chief financial officer and other executive financial positions with several health care companies and was in the health care practice of an international accounting firm for 11 years. Formerly, Ms. Shapiro was with Arthur Andersen & Company.

Ms. Shapiro's prior service as an independent director of LTC, her sixteen years prior experience as a senior executive of a public health care company, her many years of experience in financial and executive positions with health care companies and in public accounting, and her expertise in accounting, financial reporting and controls led the Board to conclude that she should be nominated to serve another term as director.

Wendy L. Simpson
Director since 1995
Age 71

Ms. Simpson was appointed Chairman of the Board of Directors of LTC in August 2013 and has served as Chief Executive Officer and President since March 2007. She also served as Chief Financial Officer from July 2000 through March 2007, Treasurer from January 2005 through March 2007, and President and Chief Operating Officer from October 2005 through March 2007. She also was Vice Chairman of the Board from April 2000 through October 2005.

Having served as a senior executive officer of LTC for more than a decade, including currently as Chairman, Chief Executive Officer and President, Ms. Simpson brings a deep understanding of our company's historical and current business and financial operations. Additionally, our Corporate Governance Guidelines contemplate that our Chief Executive Officer shall be nominated to serve on the Board of Directors. These factors, and Ms. Simpson's prior service as director of LTC, led the Board to conclude that she should be nominated to serve another term as director.

Timothy J. Triche, MD
Director since 2000
Age 75

Dr. Triche has been the Director of the Center for Personalized Medicine at Children's Hospital Los Angeles since July 2010 and previously served as the Chairman of the Department of Pathology and Laboratory Medicine at Children's Hospital Los Angeles since 1988. He has also been a Professor of Pathology and Pediatrics at the University of Southern California Keck School of Medicine in Los Angeles, California since 1988. He also serves on the Board of Directors of Novelix Pharmaceuticals, Inc., a private biotechnology company, NanoValent Pharmaceuticals, Inc., a private nanotechnology company, GenomeDx, a private biotechnology company, MedGenome, Inc. (f/k/a Silicon Valley Biosystems and Lifecode, Inc.), a private biotechnology company, and Sanguine BioSciences, a private biomedical research company.

Dr. Triche's prior service as an independent director of LTC, current and past executive and director experience with other health care companies, and his overall background in the health care industry led the Board to conclude he should be nominated to serve another term as director.

If any nominee becomes unavailable to serve as a director for any reason (which event is not anticipated), the shares of common stock represented by proxy may (unless such proxy contains instructions to the contrary) be voted for such other person or persons as may be determined by the holders of such proxies.

Required Vote and Recommendations

As described under “Majority Voting” on page 2 of this proxy statement, a majority of the votes cast is required for the election of each director in an uncontested election, which is the case at the 2020 Annual Meeting. A majority of the votes cast means that the number of votes cast FOR a nominee must exceed the number of votes cast AGAINST that nominee. For purposes of the vote on Proposal 1, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will count towards the presence of a quorum for Proposal 1. Properly executed and unrevoked proxies will be voted FOR the Board’s nominees unless contrary instructions or an abstention are indicated in the proxy.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF
THE BOARD OF DIRECTORS’ NOMINEES FOR DIRECTOR.**

**PROPOSAL 2
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors has appointed Ernst & Young LLP as the independent registered public accounting firm to audit LTC's consolidated financial statements for the year ending December 31, 2020. Ernst & Young LLP served as our independent registered public accounting firm during 2019 and also provided certain tax services as described in the Independent Registered Public Accounting Firm Fees and Services section of this proxy statement. A representative of Ernst & Young LLP is expected to be present at the virtual 2020 Annual Meeting.

The Audit Committee believes it is important for the registered public accounting firm to maintain independence and objectivity. Therefore, the Audit Committee periodically considers the rotation of our company's independent auditor. In 2019, our company issued a request for proposals for auditing services. After a process that included management and the Chairman of the Audit Committee evaluating the responses and interviewing certain of the accounting firms, the Audit Committee appointed Ernst & Young LLP.

Although ratification is not required by our company's Bylaws or otherwise, the Board is submitting the selection of Ernst & Young LLP to our stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another registered public accounting firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of our company and our stockholders.

Required Vote and Recommendation

Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2020 requires the affirmative vote of a majority of all the votes cast at a meeting at which a quorum is present. For purposes of the vote on Proposal 2, abstentions and broker non-votes will not be counted as votes cast and this will have no effect on the result of the vote although they will count towards the presence of a quorum for Proposal 2. Properly executed, unrevoked proxies will be voted FOR Proposal 2 unless a vote against Proposal 2 or abstention is specifically indicated in the proxy.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF THE
APPOINTMENT OF ERNST & YOUNG LLP AS LTC'S
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
FOR THE YEAR ENDING DECEMBER 31, 2020.**

**PROPOSAL 3
ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“Dodd-Frank Act”) requires that we provide our stockholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of the named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC. This proposal, commonly known as a “say-on-pay” proposal, gives stockholders the opportunity to express their views on named executive officer compensation. As previously reported in the Current Report on Form 8-K that we filed with the SEC on June 5, 2017, the Board has determined that LTC will hold a nonbinding, advisory “say-on-pay” vote every year to approve named executive officer compensation.

As described in the Executive Compensation Discussion and Analysis (“CD&A”) section of this proxy statement, we seek to align compensation of our executives with our overall performance as well as the individual performance of each executive. As noted in the CD&A section, our Annual Cash Bonus Incentive Plan provides for 50% of the bonus opportunity for participating executives to be based on achievement of performance goals.

Our compensation programs are designed to attract and retain executives responsible for our company’s success and are administered in the long-term interests of our company and our stockholders. In connection with services provided in 2019, approximately 58% of total named executive officer compensation was in the form of long-term incentive awards.

Please see the CD&A (and in particular its “Executive Summary” on page 15) and the Summary Compensation Table sections of this proxy statement for further details regarding our executive compensation decisions for 2019 and how our compensation program for executives is structured to support and reward our annual and long-term financial performance as an organization.

Pursuant to the resolution below, we are asking our stockholders to indicate their support for named executive officer compensation. The vote on this resolution is not intended to address any specific element of compensation. Rather, the vote relates to the compensation of the named executive officers, as described in the CD&A and accompanying tables.

Accordingly, stockholders are being asked to vote on the following resolution at the 2020 Annual Meeting:

“RESOLVED, that the stockholders of LTC Properties, Inc. approve, on an advisory basis, the compensation of the named executive officers, as disclosed in LTC Properties, Inc.’s Proxy Statement for the 2020 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation discussion and analysis, the summary compensation table, and the other related tables and disclosure.”

Required Vote and Recommendation

Because the vote is advisory, it is not binding on our company, the Board, or the Compensation Committee of the Board. The Board and the Compensation Committee will take into account the outcome of the vote, however, when designing future executive compensation programs.

For purposes of the vote on Proposal 3, abstentions and broker non-votes will not be counted as votes cast and this will have no effect on the result of the vote although they will count towards the presence of a quorum for Proposal 3. Properly executed, unrevoked proxies will be voted FOR Proposal 3 unless a vote against Proposal 3 or abstention is specifically indicated in the proxy.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE
COMPENSATION OF THE NAMED EXECUTIVE OFFICERS,
AS DISCLOSED IN THIS PROXY STATEMENT.**

EXECUTIVE OFFICERS

The Board of Directors has determined that Wendy L. Simpson, Pamela J. Shelley-Kessler, and Clint B. Malin are our company's "executive officers" as that term is defined in Rule 3b-7 under the Exchange Act. The biographies of our three current executive officers are as follows:

Wendy L. Simpson
Chief Executive Officer and
President
Age 71

Wendy L. Simpson has been a director of our company since 1995, Vice Chairman from April 2000 through October 2005, Chief Financial Officer from July 2000 through March 2007, Treasurer from January 2005 through March 2007, President and Chief Operating Officer from October 2005 through March 2007 and Chief Executive Officer and President from March 2007 through August 2013. In August 2013, Ms. Simpson was appointed Chairman of the Board of Directors.

Pamela J. Shelley-Kessler
Executive Vice President, Chief
Financial Officer and Corporate
Secretary
Age 54

Pamela J. Shelley-Kessler is the Executive Vice President and Chief Financial Officer, a position she has held since December 2010. From March 2007 to December 2010 she served as Senior Vice President and Chief Financial Officer and as Vice President and Controller from July 2000 to March 2007. Prior to joining our company, Ms. Shelley-Kessler was the Corporate Controller for a privately held commercial and multifamily real estate developer. She was also the Director of Financial Reporting for a Southern California apartment REIT. Ms. Shelley-Kessler also served as the Assistant Controller of the Inland Empire division of KB Home, a publicly traded homebuilder. She began her career as a certified public accountant in the real estate group of Ernst and Young LLP. In January 2018, Ms. Shelley-Kessler joined the Board of Directors of Physician's Realty Trust where she serves on the audit committee. Ms. Shelley-Kessler also serves on the Board of Governors and as a member of the real estate committee of the Providence Tarzana Medical Center Foundation. Providence Tarzana Medical Center is a 249-bed hospital serving the San Fernando Valley and is part of Providence St. Joseph Health, a national not-for-profit health system comprised of 50 hospitals and 829 clinics throughout the western part of the United States.

Clint B. Malin
Executive Vice President and
Chief Investment Officer
Age 48

Clint B. Malin is the Executive Vice President and Chief Investment Officer, a position he has held since June 2012. From December 2010 to June 2012 he served as Senior Vice President and Chief Investment Officer and as Vice President and Chief Investment Officer from May 2004 to December 2010. Prior to joining our company, Mr. Malin was employed by Sun Healthcare Group, Inc. ("Sun"), a nationwide owner and operator of post-acute care and skilled nursing centers from 1997 through 2004. Mr. Malin's last position held at Sun was Vice President of Corporate Real Estate. Genesis Healthcare, Inc. acquired Sun in December 2012. Mr. Malin began his career in public accounting, initially practicing at KPMG Peat Marwick LLP and then Arthur Andersen LLP.

EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

2019 Business Highlights

We continued to focus on capturing long-term growth opportunities for our company and stockholders in 2019. We maintained a conservative capital structure and low leverage and were able to reduce the cost of our debt capital. During 2019, we sold \$100.0 million aggregate principal amount of 3.85% senior unsecured notes maturing in 2031, representing the lowest coupon in our company's history. At December 31, 2019, our debt to enterprise value was 28% and our debt to annualized adjusted EBITDA was 4.6x. We maintained ample liquidity, with \$506.1 million available under our unsecured revolving line of credit, and \$200.0 million available under our equity distribution agreements at December 31, 2019. Additionally, as an added measure of conservatism, we have continued to seek to match our debt maturities to our annual projected free cash flow, thereby minimizing our exposure to refinancing risk. We believe our low debt levels and ample liquidity provide us with financing flexibility and allow us to opportunistically access the capital markets at favorable rates. This disciplined financing strategy has allowed us to weather challenging economic environments and a variety of real estate cycles, positioning us to take advantage of new investment opportunities.

In addition to real estate acquisitions, mortgage originations, mezzanine loan originations and real estate joint venture investments, in certain strategic circumstances, we have placed some focus on developing new properties. In recent years, the new supply of assisted living and memory care properties has outpaced demand, resulting in protracted lease-up time periods and, in some cases, current rental rates below development proformas. We believe that over the long-term, the supply and demand imbalance currently seen in certain markets for assisted living and memory care properties will self-correct, with demographics tilting in favor of these seniors housing property types, as the population over 75 years old continues to grow.

2019 was a productive year. We invested a total of approximately \$73 million. We acquired two seniors housing communities for \$19.0 million, a skilled nursing center for \$19.5 million and one parcel of land for the development of a 90-bed skilled nursing center for a total commitment of \$17.4 million. We entered into a partnership agreement for the acquisition of an existing operational seniors housing community for \$16.7 million.

Additionally, we originated a \$6.8 million mezzanine loan commitment for the development of a 204-unit seniors housing community. We funded \$7.5 million under an existing mortgage loan, \$20.5 million in development commitments, and \$7.7 million in capital improvement projects.

In 2019, we completed the construction of and opened a 110-unit seniors housing community in Wisconsin and a 143-bed skilled nursing center in Kentucky. We also sold a seniors housing community and three skilled nursing centers for a combined \$15.3 million, recognizing a net gain of \$1.6 million.

As part of our portfolio management, we navigated through key issues related to the following operators in 2019:

Anthem Memory Care ("Anthem"), which encountered lease-up challenges in 2017, paid \$2.3 million more rent during 2019 than in 2018, for a total of \$7.5 million of rent in 2019 which represented approximately 50% of the contractual amount due by Anthem under its lease in 2019. In consideration for LTC's cooperation in temporarily accepting rent payments less than the contractual lease obligation, Anthem restructured its corporate overhead eliminating development positions and rightsizing its team reflective of personnel needed to manage an organization operating 11 memory care communities. The savings achieved by Anthem through their overhead restructuring partially contributed to increased rents received by LTC in 2019. Additionally, properties which have progressed in lease-up during 2019 have further contributed to increased rents received by LTC in 2019.

Thrive Senior Living, LLC ("Thrive") fell short of its contractual rent payments beginning in the fourth quarter of 2018. As a result, during 2019, we transitioned all six memory care communities operated under the Thrive master lease to other operators, including one operator new to our portfolio.

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Senior Care Centers, LLC and affiliates and subsidiaries (“Senior Care”), in 2018, filed for Chapter 11 bankruptcy as a result of operational challenges and unsustainable financial obligations, the majority of which were rents due to other landlords. During 2019, Senior Care affirmed our master lease and is current on all obligations under the master lease. In March 2020, Senior Care emerged from bankruptcy.

Preferred Care, Inc. (“Preferred Care”) and affiliated entities filed for Chapter 11 bankruptcy in 2017 as a result of a multi-million-dollar judgment in a lawsuit in Kentucky against Preferred Care and certain affiliated entities. The Preferred Care entities that held the licenses to operate the properties and subleased our 24 properties under two master leases did not file for bankruptcy. Under the bankruptcy proceedings, Preferred Care did not affirm our master leases and began paying only \$55,000 of monthly rent in the third quarter of 2019. The monthly contractual obligation under the master leases was approximately \$1.0 million. During the fourth quarter of 2019, we entered into multiple contracts to sell a majority of the properties. We sold two properties during the fourth quarter of 2019 and 21 properties in the first quarter of 2020. We received \$78.0 million in combined net proceeds from the sales, resulting in a total gain on sale of \$43.2 million. In the first quarter of 2020, the remaining property was closed and included in a master lease with an existing operator. The operator is marketing the property for sale. As a result of these transactions, Preferred Care no longer operates any of our properties effective March 31, 2020.

Year-over-year revenue for 2019, excluding \$16.0 million of income relating to real estate tax reimbursements from our operators, was flat as increases in revenue from acquisitions, mortgage originations, capital improvement projects and mezzanine loan originations were offset by decreases in rental revenue from properties sold and the 2018 net income impact from the write-off of an earn-out liability and related lease incentive asset. Excluding income relating to real estate tax reimbursements from our operators and non-recurring items in both periods, year-over-year revenue increased 2.6% as the aforementioned revenue increases were only partially offset by decreases from rental revenue from properties sold. Year-over-year funds from operations (“FFO”) increases 1.3% and FFO, excluding non-recurring items in both periods, increased 2.6% due to increases in revenue from acquisitions and loan originations and lower general and administrative expenses. Year-over-year funds available for distribution (“FAD”) increased 9.8% due to increases in revenue from acquisitions, loan originations, annual escalations, additional rental income from Anthem, deferred rent repayment from an operator and a gain from insurance proceeds. Year-over-year FAD, excluding non-recurring items in both periods, increased 6.7% due to increases in revenue from acquisitions, loan originations, annual escalations, and additional rental income from Anthem.

FFO and FAD are used by our company as a supplemental measure of operating performance. FFO excluding non-recurring items and FAD excluding non-recurring items allows management to compare our company’s operating performance against other REITs and across time periods on a consistent basis.

For more information about FFO excluding non-recurring items, FAD excluding non-recurring items, debt to enterprise value, and annualized adjusted EBITDA, refer to the non-GAAP reconciliation in the Appendix to this proxy statement.

Further, performance data provided by our independent compensation consultant at the start and the end of 2019 showed that our financial operating performance exceeded our peers with return on invested capital, return on assets and return on equity, all above the 85th percentile of our peer group.

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2019 Compensation Highlights

We seek to closely align the interests of our executive officers with those of our stockholders. We have structured our executive compensation program to support this alignment, with relatively modest base salaries and a greater proportion of total compensation delivered through annual bonus, long-term equity incentive opportunities and equity participation. Our long-term equity incentive awards consist of contingent performance-based market stock units (“MSUs”) and restricted common stock awards (“RSAs”).

Highlights of our executive compensation program for 2019 are as follows:

The CEO’s salary in 2019 was increased to \$750,000, which was below the median of our peer group and followed no increase in 2018. The CEO’s equity grant value was increased in 2019 by approximately 33% but was near the median and followed a 13% reduction in 2018. This resulted in total compensation as reported in the Summary Compensation table of this proxy statement that was approximately 22% higher in 2019 than 2018 but was below the median of our peer group when CEO compensation was set. The CEO’s equity award during 2019 continued the practice of making approximately half of the value contingent on a 21.6% four-year total shareholder return (“TSR”) goal.

Total compensation in 2019 was slightly higher than in 2018 for Ms. Shelley-Kessler and Mr. Malin to reflect their personal career progression and the individual opportunities outside of our company for executives with their experience and high performance.

2019 cash bonuses were less than 10% higher than bonuses in 2018 reflecting higher performance against the 2019 goals and an improved internal assessment of our company’s long-term position following 2019 performance.

The 2019 FAD excluding non-recurring items goal of \$2.98 was 7.6% higher than the actual 2018 FAD excluding non-recurring items of \$2.77, which reflected a rigorous performance requirement.

Equity awards during 2019 had grant date fair value as reported in the Summary Compensation Table that was approximately 50% contingent on our four-year TSR, with a requirement that TSR is 21.6% over four years to earn at least target (with the opportunity to earn awards after only three years if TSR is at least 15.8%, which is the same compound annual growth rate).

Approximately 50% of the long-term equity incentive awards granted to our executive officers in 2019 was performance contingent.

2019 “Say-On-Pay” Vote

At LTC’s 2019 Annual Meeting of Stockholders, approximately 94% of the votes cast in the advisory “say-on-pay” vote were for approval of named executive officer compensation. The Board and Compensation Committee have considered the results of the 2019 “say-on-pay” vote and believe that it indicates that stockholders are supportive of the executive compensation program, which has been generally continued with the same structure in 2020. The Board and Compensation Committee will continue to consider “say-on-pay” votes in formulating future executive compensation policies and decisions.

Corporate Governance Highlights

We seek to maintain good governance standards, including with respect to the oversight of our compensation policies and practices. Highlights of the policies and practices in effect during 2019, as described in more detail elsewhere in this proxy statement, are as follows:

- We maintain a separate “lead independent director” role in our leadership structure for the Board;
- Each committee of the Board is comprised solely of independent directors;
- Our employees and directors are prohibited from hedging or pledging our common stock;
- Executive compensation is subject to clawback in the event of an accounting restatement; and
- We have stock ownership guidelines for our executives and independent directors.

Executive Compensation Program Philosophy and Objectives

We endeavor to ensure that the compensation programs for our executives are effective at attracting and retaining the key executives responsible for our success and are administered to support the long-term interests of our company and our stockholders. Through the oversight of the Compensation Committee, we seek to align total compensation for executive management with our overall performance as well as the individual performance and role of each executive.

Our executive compensation program may be summarized as follows:

An executive’s salary, bonuses, incentive compensation and other benefit programs should reflect their role, our company’s performance, and the executive’s individual performance and effort; and

Compensation should provide a financial interest in our company that parallels the financial interests of our stockholders.

We encourage you to read this Executive Compensation Discussion and Analysis (“CD&A”) for further details about our executive compensation program, including information about the 2019 compensation of the named executive officers.

Executive Compensation Program Elements

We seek to achieve our compensation program objectives through the following key compensation elements: base salary, annual bonus opportunity, long-term equity incentive opportunity and severance upon termination of employment under certain conditions or change in control of our company. We believe that each element of our executive compensation program helps us to achieve one or more of our compensation objectives as follows:

Base salary—attract, motivate, and retain qualified key executives. We believe the base salary should reflect job responsibilities, value to our company, individual performance/expertise and competitiveness of the market for the executive’s services/salary norms for persons in comparable positions at comparable companies. We believe that it is important to provide executives with predictable benefit amounts that reward the executive’s continued service. Salaries are set in the first quarter of the year, with reference to both market data and prior year performance.

Annual bonuses—reward company performance and individual performance and effort. We believe the annual bonus should be linked to individual performance and to our company’s performance as a whole, and where practicable, should be related to variables under our management’s control. The target bonus is set in the first quarter of the year, and actual bonus is scored at the end of the year, after performance is known.

Long-term equity incentives—align executives’ financial interests with those of our stockholders. We believe that long-term compensation should motivate and reward the creation and preservation of long-term stockholder value through both price increases and dividends. Long-term equity incentives typically vest over multiple years to reward performance over one or more years or based on achieving certain performance targets.

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Severance—attract, motivate and retain qualified key executives. We believe that providing our executives with severance and other benefits upon termination of employment or change in control is consistent with the severance protections offered by similar companies and is an integral part of total executive compensation. The rationale for providing severance if there is no change in control is to ensure smooth officer transitions with a release from claims against our company. The rationale for providing severance for termination following a change in control is to neutralize an executive's interest in ongoing personal employment in the event that the Board determines it is in our stockholders' best interest to sell our company.

Other Elements of Compensation

In addition to the primary elements of executive compensation program described above, the executives are eligible to participate in employee benefits and group insurance generally available to employees.

401(k) Savings Plan

We have a 401(k) Savings Plan which is a defined contribution plan covering all of our employees. Each year, participants may contribute up to 15% of pre-tax annual compensation. In 2019, the contributions may not exceed \$19,000, or \$25,000 if the employee is 50 years or older. We match up to 3% of salaries for our vice presidents and contribute 3% of the individual's salary for staff that open an account. We will not match contributions for our executive officers at the senior vice president level and higher.

Benefits

With limited exceptions, the Compensation Committee's policy is to provide benefits to executive officers that are substantially the same as those offered to other officers of our company at or above the level of vice president. Except for the health insurance benefits described in "Severance and Other Benefits Upon Termination of Employment or Change in Control" and the supplemental medical insurance described below, the employee benefits programs in which our executive officers participate (which provide benefits such as medical, dental and vision benefits coverage, life insurance protection, and 401(k) savings plan) are generally the same programs offered to all of our full-time employees. Our officers at the level of vice president and above are eligible to participate in a supplemental medical insurance program which reimburses participants up to a maximum of \$10,000 per year for eligible out-of-pocket medical expenses such as primary insurance co-payments, deductibles, and certain elective medical procedures not covered by the employee's primary insurance policy.

Dividends

Our named executive officers receive dividends on unvested restricted common share awards, and accumulate dividend equivalents that are paid in cash upon vesting of performance-based market stock unit awards. Dividends for 2019 paid on unvested restricted common shares are disclosed in the All Other Compensation in 2019 portion of the Summary Compensation Table, and dividend equivalents are included in the grant date fair value of the MSUs.

Compensation Governance Policies and Guidelines

Prohibition on Pledging and Hedging Stock

Pursuant to our company's Insider Trading Policy, we prohibit employees and directors from (i) pledging their shares in our company's stock, and (ii) purchasing financial instruments or otherwise engaging in transactions that are designed to or have the effect of hedging the economic risk of ownership in our company's stock. All of our executive officers and directors were in compliance throughout 2019 with these anti-pledging and anti-hedging provisions.

Clawback Policy

The Board has adopted a Clawback Policy that grants the Board the discretion to recoup from executive officers all cash bonuses paid that would not have been paid if performance had been measured in accordance with restated financials, for the periods covering any of the three fiscal years preceding a restatement (other than to comply with changes in applicable accounting principles). The Board is responsible for the interpretation and enforcement of this Clawback Policy.

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Each of the senior executive employment agreements for Ms. Simpson, Ms. Shelley-Kessler and Mr. Malin contains a clawback provision. In particular, the employment agreements provide the Board of the Directors with the contractual ability to clawback a cash or share grant bonus in the event of a restatement of our financial results if:

- the restatement is attributable to misconduct or wrongdoing by the executive;
- the bonus was issued within three years preceding the restatement;
- the bonus was calculated and awarded pursuant to a specific financial formula; and
- the bonus would have been diminished based on the restated financial results.

Stock Ownership Guidelines

We encourage our executives to hold our company's stock on a long-term basis. The following table represents our company's stock ownership guidelines for our executives and independent directors:

Chief Executive Officer	Six times base salary
Executive Vice Presidents	Three times base salary
Independent Directors	Five times annual fee

Our company's stock ownership guidelines recommend that the Chief Executive Officer and Executive Vice Presidents achieve the targeted level of ownership within three years from the date of hire, promotion or appointment. The stock ownership guidelines recommend that the independent directors achieve the targeted level of ownership within five years from date of election. All of our executive officers and independent directors currently hold at least the full amount of the guideline. The Nominating and Corporate Governance Committee receives a quarterly report on executive and independent director stock ownership of company stock.

Deductibility of Compensation under the Tax Codes

Section 162(m) of the Internal Revenue Code denies deduction for federal income tax purposes for certain compensation in excess of \$1,000,000 paid to certain executive officers. The Compensation Committee periodically reviews the compensation programs and evaluates alternatives to ensure executive compensation is reasonable, performance-based, and consistent with our overall compensation objectives. The Compensation Committee reserves the right to design programs that recognize a full range of performance criteria important to our success, even where the compensation paid under such programs may not be deductible. Interpretations of and changes in the tax laws and other factors beyond the Compensation Committee's control may affect the deductibility of certain compensation payments.

Tax Withholding

We permit our employees and directors to elect to withhold shares of stock to satisfy their tax withholding requirements upon the vesting of restricted stock.

Compensation Committee

The Compensation Committee reviews and approves the compensation of our executive officers and determines our general compensation policy. The Compensation Committee considers whether compensation decisions create incentives to take risks that could materially harm our company but does not believe that such incentives exist.



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The Compensation Committee is also responsible for the administration of our equity compensation plans. Under the 2015 Equity Participation Plan of LTC Properties, Inc. (“2015 Equity Participation Plan” or “2015 Plan”), 1,400,000 shares of common stock have been reserved for awards, including nonqualified stock options grants and equity grants to officers, employees, non-employee directors and consultants. The Compensation Committee is authorized to determine the options and equity awards to be granted under equity compensation plans and the terms and provisions of such options and equity awards. The Compensation Committee determines the base salary, annual bonus and long-term equity incentives of our Chief Executive Officer. Ms. Simpson, our Chief Executive Officer and President, recommends to the Compensation Committee the base salary, annual bonus and long-term compensation levels for all of our other officers. None of the other senior executives had any role in determining or recommending the form or amount of the compensation of the other senior executives.

Competitive Considerations

In determining the level and composition of compensation for our executive officers, the Compensation Committee considers various corporate performance measures, both in absolute terms and in relation to similar companies, and individual performance measures. The Compensation Committee establishes specific quantitative measurements and targets based upon our company’s FAD and new investments to determine the annual bonus awards for our senior executives as described under “Annual Cash Bonus Incentive Plan” below. The Compensation Committee also may evaluate the following factors in establishing executive compensation: (a) comparative compensation surveys and other material concerning compensation levels and stock grants at similar companies; (b) our historical compensation levels and stock awards; (c) overall competitive environment for executives and the level of compensation necessary to attract and retain executive talent; (d) financial performance of other real estate investment trusts relative to market condition; and (e) from time to time, the Compensation Committee may seek the advice of an independent compensation consultant in assessing its overall compensation philosophy. The Compensation Committee assigns no specific weight to any of the factors described above in establishing executive compensation.

While the Compensation Committee may review competitive market data for context, compensation levels are not set by reference to any percentile or benchmark within any peer group of companies or otherwise. Our goal is to provide each executive with a current compensation package that is at market based upon the Compensation Committee’s perception of comparable executives at comparable companies, including real estate investment trusts.

The total direct compensation provided to our CEO in 2019, was set below the median of data available in our peer group of compensation reference companies at the time the compensation decisions were made. The Compensation Committee believes that this below-median target position, combined with the performance-based nature of the bonus plan, and the fact that 50% of the equity grant value provided to the named executive officers is contingent on higher TSR performance, reflects a disciplined, reasonable, and performance-driven program that is aligned with our stockholders’ short- and long-term interests.

Compensation Consultant

Pursuant to its charter, the Compensation Committee has the authority to engage independent compensation consultants and other professionals to assist in the design, formulation, analysis, and implementation of compensation programs for our executive officers.

Since September 2015, the Compensation Committee has retained Frederic W. Cook & Co., Inc. (“Cook”) as an independent compensation consultant to evaluate new programs and compensation methodologies. Cook has conducted a comprehensive review of our company’s executive compensation programs and provided a report of its review to the Compensation Committee as described under “Executive Compensation Review” below. The Compensation Committee references the Cook report in making executive compensation decisions.

After review and consultation with Cook, the Compensation Committee determined that Cook is and was an independent advisor and there is and was no conflict of interest resulting from retaining Cook in 2019.

Executive Compensation Review

As described above, Cook was engaged by the Compensation Committee to conduct a comprehensive review of our executive compensation programs. The Cook review included:

- assisting with the development of a peer group for compensation comparisons; consisting of publicly-traded real estate investment trusts (“REITs”) with total assets, enterprise value, and funds from operations (“FFO”) generally similar to our company, and with a broad focus on healthcare REITs or REITs that have a triple-net business orientation and/or tenants that are commercial businesses;
- conducting a review of the competitiveness of current compensation levels, programs and arrangements provided to our executives, including the named executive officers; and
- conducting a competitive assessment of our non-employee director compensation program.

The Cook peer group used for 2019 compensation decisions included the following eighteen REITs:

American Assets Trust, Inc.
CareTrust
Cedar Realty Trust, Inc.
Cousins Properties Incorporated
EastGroup Properties, Inc.
Healthcare Realty Trust Incorporated
Healthcare Trust of America, Inc.
Hersha Hospitality Trust
Medical Properties Trust Inc.
National Health Investors Inc.
Omega Healthcare Investors Inc.
Physicians Realty Trust
PS Business Parks Inc.
Retail Opportunity Investments Corp.
Sabra Health Care REIT, Inc.
Seritage
STAG Industrial, Inc.
Terreno Realty Corp.

In late 2019, after the peers above were referenced for 2020 decisions, Cousins Properties Incorporated was removed based on their larger size and the fact that they are not focused on triple net leases. This revised peer group forms the basis for 2020 compensation decisions and performance comparisons following the end of 2019.

Cook compared our company’s total direct compensation (base salary, annual and long-term incentives) for each executive position against the market compensation levels for similar executives in the consultant’s respective peer group. The review by Cook provided context that CEO’s 2019 target total direct compensation was slightly below the median of the market data available when 2019 decisions were made. Further, in 2020, CEO total direct compensation was set near the median peer group data available at the start of 2020.

Executive Compensation Practices

Base Salaries

The named executive officers each have an employment agreement granting them the contractual right to receive a fixed base salary as described under “Employment Agreements” on page 29 of this proxy statement.

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Base salaries are reviewed and adjusted by the Compensation Committee on an annual basis. The Compensation Committee seeks to ensure that base salaries are established at levels that reflect the responsibilities and duties of our executives and are competitive with amounts paid to executives of other real estate investment trusts, including our peer group companies. In determining an individual executive's actual base salary, the Compensation Committee also considers other factors, which may include the executive's past performance, relative importance, future potential, and contributions to our past success.

Based on the recommendations received from the Chief Executive Officer (except with respect to the Chief Executive Officer's own salary) and taking into account our company's performance as well as the findings from the Cook report, the Compensation Committee approved the following increases to base salaries for the named executive officers. Base salary increases were effective January 1, 2019. The following table summarizes salary adjustments approved by the Compensation Committee for 2019:

Named Executive Officer	2019 Base Salary	2018 Base Salary	Year over Year Increase
Wendy L. Simpson	\$ 750,000	\$ 675,000	11.1 %
Pamela J. Shelley-Kessler	460,000	425,000	8.2 %
Clint B. Malin	460,000	425,000	8.2 %

Annual Cash Bonus Incentive Plan

Our Annual Cash Bonus Incentive Plan provides an annual incentive bonus for selected executives whereby each participating executive has a range of incentive opportunity (threshold, target and maximum) defined as a percentage of base salary. Annually, the Compensation Committee will select the participants in the plan and establish its performance goals.

For 2019, the Compensation Committee selected senior executives Ms. Simpson, Ms. Shelley-Kessler and Mr. Malin as participants in the Annual Cash Bonus Incentive Plan, with the following range of bonus opportunities:

Executive	Bonus Opportunity as a % of Base Salary		
	Threshold	Target	Maximum
Wendy L. Simpson	93.8 %	125.0 %	218.8 %
Pamela J. Shelley-Kessler	67.5 %	90.0 %	157.5 %
Clint B. Malin	67.5 %	90.0 %	157.5 %

Bonuses under the 2019 bonus program were earned based 50% on the financial performance of our company and 50% on the Compensation Committee's subjective evaluation of both individual and our company performance. Financial performance was measured using diluted FAD excluding non-recurring items per share and new investments, with 40% of the bonus plan tied to FAD per share and 10% tied to new investments. The subjective component in 2019 included factors such as individual performance, capital structure management, credit ratings, dividend growth and total stockholder return relative to peers. Performance achievement for the subjective component is determined at the discretion of the Compensation Committee. The factors used for qualitatively determining the score for the subjective factors are discussed below.

For purposes of the Annual Cash Bonus Incentive Plan, diluted FAD excluding non-recurring items, including the means of calculating it, is disclosed in our annual earnings release and in the Appendix to this proxy statement. The Board may adjust the diluted FAD excluding non-recurring items component to reflect the pro forma impact of changes to our company's capital structure, strategic changes and other items, at the Board's discretion, that were not contemplated at the time of adoption of the performance goals. New investments include acquisitions, loan originations, equity investments and total commitments underwritten for developments, redevelopments, expansions and renovations.

The following table summarizes each metric and its relative weighting, the approved 2019 performance goals at threshold, target and maximum levels, and actual performance achieved. For 2019, actual performance versus the diluted FAD excluding non-recurring items per share target was achieved at 99%. New investments was achieved at 108% of target. The subjective assessment was scored at 101% of target based on the factors described below.

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Based on the degree of goal achievement, the bonus formula for the year resulted in a payout of 101% of target for Ms. Simpson, Ms. Shelley-Kessler and Mr. Malin.

Metric	Weight	2019 Performance Goals			Performance Achieved	% of Target Achieved
		Threshold	Target	Maximum		
Diluted FAD excluding Non-recurring Items per share	40 %	\$2.77	\$2.98	\$3.13	\$2.95	99 %
New Investments (\$ in millions)	10 %	\$50	\$75	\$100	\$81	108 %
Subjective Performance	50 %	Compensation Committee Determination			Target	101 %

In determining the subjective component of the annual bonuses, the Compensation Committee evaluated the performance of our company for the year compared to other real estate investment trusts and the overall market. The target bonus allowed under the subjective component was awarded as a result of the following 2019 accomplishments:

- Purchased a newly constructed 90-bed skilled nursing center for \$19.5 million and two seniors housing communities totaling 156 units for \$19.0 million;
- Acquired land and committed to develop a 90-bed skilled nursing center for a total commitment of \$17.4 million;
- Entered into a partnership agreement for the acquisition of an existing operational 74-unit assisted living and memory care community for \$16.7 million;
- Completed and opened a 110-unit seniors housing community in Wisconsin and a 143-bed skilled nursing center in Kentucky;
- Funded an additional \$7.5 million under an existing mortgage;
- Originated a \$6.8 million mezzanine loan commitment for the development of a 204-unit seniors housing community;
- Sold a seniors housing community and three skilled nursing centers for a combined \$15.3 million, recognizing a net gain of \$1.6 million;
- Issued \$100.0 million of senior unsecured notes at 3.85%, representing the lowest coupon in our company's history for a 10-year average life;
- Worked with Anthem to increase corporate efficiencies and support continued lease-up of our properties resulting in an increase in rental payments to us of \$2.3 million in 2019;
- Transitioned all six memory care communities operated under the Thrive master lease to other operators, including one new operator to our portfolio; and
- Maintained our investment grade rating from the National Association of Insurance Commissioners (NAIC).

Based on the performance achieved, the Compensation Committee approved the following payouts under the Annual Cash Bonus Incentive Plan:

Metric	Wendy L. Simpson	Pamela J. Shelley-Kessler	Clint B. Malin
Diluted FAD excluding Non-recurring Items per share	\$ 361,607	\$ 159,686	\$ 159,686
New Investments	110,625	48,852	48,852
Subjective Performance	475,000	210,000	210,000
Total Bonus Earned	\$ 947,232	\$ 418,538	\$ 418,538

Long-Term Equity Incentives

Long-term incentives are granted to align the executives' financial interests with those of our stockholders and are in the form of RSAs, MSUs and stock options. Awards are made on an individual basis and are not granted at any pre-determined time during the year, though 2019 awards to the named executive officers were granted in mid-February 2019.

RSAs typically vest ratably over a three-period and are generally subject to the individual executive officer's continued employment. The MSU awards are earned over a four-year performance period, subject to the ability to accelerate earnout if three-year performance is high enough, with the number of shares earned dependent on our total stockholder return ("TSR") over the applicable performance period. The level of long-term incentive compensation is determined by the Compensation Committee based on an evaluation of competitive factors in conjunction with total compensation provided to each individual executive officer. The relevant weight given to each of these factors varies from individual to individual. We do not have an exact formula for allocating between cash and non-cash compensation, nor do we have a policy for allocating between long-term and currently paid out compensation.

The grant date of an equity award is typically the date the Compensation Committee approves the equity award. The grant date may also be a future date from the date of approval as specified by the Board resolution. In no instances has the grant date been retroactive or prior to the date the Compensation Committee approved the equity award. For long-term incentive awards in the form of stock options, the exercise price is the closing price of our company's stock as reported by the NYSE on the grant date. The Compensation Committee has not and does not time the granting of equity awards with any favorable or unfavorable news released by us.

Under the 2015 Equity Participation Plan, awards that may be granted include stock options (incentive or non-qualified), stock appreciation rights, RSAs, MSUs, deferred stock and dividend equivalents. The 2015 Plan is administered by the Compensation Committee which sets the terms and provisions of the awards granted under the plan. Incentive stock options, stock appreciation rights, RSAs, MSUs, deferred stock and dividend equivalents may only be awarded to officers and other full-time employees to promote our long-term performance and specifically, to retain and motivate management to achieve a sustained increase in stockholder value. Non-qualified stock options, stock appreciation rights, RSAs, MSUs, deferred stock and dividend equivalents may be awarded to non-employee directors, officers, employees, consultants and other key persons who provide services to us.

In 2019, the Compensation Committee used RSAs and the performance-contingent equity in the form of MSUs as the key form of long-term equity incentive awards provided to our executive officers. The design of the MSU awards granted in 2019 was effectively identical to the MSU design used in 2018 and 2017. The Compensation Committee approved equity awards to the Chief Executive Officer and the Chief Executive Officer recommended and the Compensation Committee approved equity awards to Ms. Shelley-Kessler and Mr. Malin for their service in 2019. In approving the equity awards, the Compensation Committee took into consideration the executive's historical performance and contributions, total ownership levels and the value of equity delivered historically, the market positioning of the executives' pay and our company's desire to retain the executives by providing a meaningful long-term incentive award to each executive which is aligned with stockholder interests.

On February 19, 2019, the Compensation Committee granted the following RSAs which vest ratably over a three-year period from the grant date:

Named Executive Officer	RSA Grant Value	Number of RSA Grant
Wendy L. Simpson	\$1,174,995	25,247
Pamela J. Shelley-Kessler	610,000	13,107
Clint B. Malin	610,000	13,107

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For MSU awards, the Compensation Committee approved specific grant values to be awarded to the named executive officers and the number of shares was determined by dividing the target grant value by the fair value per share on the date of grant calculated using the Monte Carlo model. The following table sets forth the grant values of target MSUs granted on February 19, 2019:

Named Executive Officer	MSU Award Value	Target Number of MSU Award
Wendy L. Simpson	\$ 1,175,000	22,657
Pamela J. Shelley-Kessler	610,000	11,762
Clint B. Malin	610,000	11,762

MSUs granted in 2019 can be earned between 0% and 200% target based on LTC's cumulative TSR performance through February 28, 2023 (4-year performance period) and there is an opportunity to earn MSU shares early if TSR through February 28, 2022 (3-year performance period) is at least 3%. The four-year performance period may be accelerated to three years if three-year TSR performance is high enough to fund the maximum MSU earnout after three years. Dividends for outstanding MSUs are accrued in the form of cash during the restriction period and are distributed if and when the underlying shares are earned (dividends accrued on unearned/forfeited MSU shares are forfeited).

We calculate cumulative TSR as the increase in our stock price over the performance period, starting on the date of the award assuming dividend reinvestment and measured using the trailing twenty (20) trading-day average price of our common stock immediately prior to the end of the performance period, divided by our stock price on the date of the award. The 20 trading-day period is used to minimize the impact of volatility and point-to-point variation. The Compensation Committee selected the TSR performance metric to reward management for increasing TSR for stockholders.

Under the 2019 MSU design, payouts range from 0% to 200% of target, based on the schedule below:

Growth Requirements	Cumulative 4-year TSR	Accelerated Cumulative 3-year TSR	Payout % of Target Share Granted
Below Threshold	Less than 4.1%	Less than 3.0%	—
Threshold	4.1%	3.0%	50.0%
Target	21.6%	15.8%	100.0%
Maximum	46.4%	33.1%	200.0%

Additionally, MSUs previously awarded in 2016 to the named executive officers vested in 2019 pursuant to the provision for accelerated payout. The 2016 MSU design provided the same payout schedule reflected in the schedule above for the 2019 MSU design. However, the 2016 MSU design, which was the initial year the Compensation Committee adopted a compensation program with performance-based market stock units, had a shorter 2.74-year acceleration period due to the timing of the initial program's adoption which was a little later in the fiscal year. Based upon a cumulative TSR of 13.59% during the accelerated performance period, the 2016 MSUs vested at 96.98% in accordance with the formula's design and without any discretionary adjustment by the Committee. Also, the named executive officers received \$6.23 per share of accumulative dividends in cash on each 2016 MSU vested. The following table sets forth the 2016 awards and 2019 payout of MSUs based upon the accelerated cumulative TSR:

Named Executive Officer	Target Number of MSU Awarded in 2016	Number of MSU Vested in 2019
Wendy L. Simpson	19,808	19,209
Pamela J. Shelley-Kessler	10,425	10,110
Clint B. Malin	10,425	10,110

Severance and Other Benefits Upon Termination of Employment or Change in Control

The employment agreements with certain executive officers of our company provide severance and other benefits upon termination of employment or a change in control of our company. We believe that we need to provide key executives with severance protections that are competitive with those offered by companies similar to ours. The severance protections we have provided the named executive officers are consistent with our compensation objective to attract, motivate and retain qualified key executives.

We believe that severance should be payable to key executives if their employment is terminated for any reason, except for a termination for cause or a voluntary resignation without a good reason. The amount of severance we have agreed to pay and other severance benefits we extend to our executive officers upon such an occurrence is intended to help compensate them during a period of expected unemployment in the event of a termination without cause.

We also believe that severance should be payable to our key executives in connection with a change in control transaction. A change in control creates uncertainty regarding the continued employment of the executives. We provide severance in the event of a change in control to make our key executives indifferent about their own job security if the Board determines that it is in the best interests of stockholders to sell our company. The amount of cash severance we have agreed to pay and other severance benefits we extend to our executive officers upon such an occurrence is intended to encourage the executives to remain employed by us during an important time when their prospects for continued employment following the change in control transaction are often uncertain. Our current practice for change in control severance follows a “double-trigger” approach. Ms. Simpson’s, Ms. Shelley-Kessler’s, and Mr. Malin’s employment agreements contain double-trigger change in control provisions. Under a double-trigger approach, a severance payment obligation arises only if a change in control occurs *and* the executive’s employment is terminated for any reason, except for a termination for cause or a voluntary resignation without a good reason, within a 24-month period after the change in control.

Additionally, upon the circumstances described above regarding termination of employment or change in control, we have agreed to provide health insurance benefits to each named executive officer for a period of 18 months. None of the employment agreements with our executive officers provide for lifetime benefits. Also, none of the employment agreements with our executive officers provide for “gross-up payments” to offset taxes due for severance or other benefits upon termination of employment or change in control.

Compensation Risk Assessment

We have reviewed our compensation policies and practices to determine whether risks arising from our compensation policies and practices for employees are reasonably likely to have a material adverse effect on our company. The review included assessment of our various compensation programs and consideration of risk mitigating factors. We believe that our compensation policies and practices for employees do not present risks that are reasonably likely to have a material adverse effect on our company. We generally take a conservative approach to managing our business. Although some risk-taking is necessary to manage and grow any business, we believe our compensation policies and practices do not encourage unnecessary or excessive risk-taking and do not promote short-term rewards for management decisions that could pose long-term risks to our company. With particular respect to compensation of our executive officers:

- the Compensation Committee exercises discretion in determining cash bonuses and equity awards to executive officers;
- awards of restricted stock with long-term vesting periods provides executive officers with an incentive to make decisions that contribute to long-term performance of our company;
- our Clawback Policy and provisions in our senior executive employment agreements provide our company with recourse in the event of material non-compliance with any financial reporting requirement that leads to a material or significant restatement; and
- stock ownership guidelines for executive officers further aligns their personal wealth with the long-term performance of our company.



EXECUTIVE COMPENSATION TABLES

Summary Compensation Table

The following table presents information regarding compensation of the named executive officers for services provided in 2019, 2018 and 2017

Name and Principal Position	Year	Salary	Stock Awards ⁽¹⁾	Non-Equity	All other	Total
				Incentive Plan Compensation		
Wendy L. Simpson Chairman, Chief Executive Officer and President	2019	\$750,000	\$ 2,349,995 ⁽³⁾⁽⁴⁾	\$ 947,232 ⁽⁵⁾	\$ 114,376	\$ 4,161,603
	2018	675,000	1,762,059 ⁽³⁾⁽⁴⁾	875,877 ⁽⁵⁾	104,404	3,417,340
	2017	675,000	2,030,003 ⁽³⁾⁽⁴⁾	739,547 ⁽⁵⁾	105,441	3,549,991
Pamela J. Shelley-Kessler Executive Vice President, Chief Financial Officer and Corporate Secretary	2019	460,000	1,220,000 ⁽³⁾⁽⁴⁾	418,538 ⁽⁵⁾	73,303	2,171,841
	2018	425,000	1,199,999 ⁽³⁾⁽⁴⁾	397,064 ⁽⁵⁾	72,311	2,094,374
	2017	400,000	1,113,991 ⁽³⁾⁽⁴⁾	315,540 ⁽⁵⁾	69,474	1,899,005
Clint B. Malin Executive Vice President and Chief Investment Officer	2019	460,000	1,220,000 ⁽³⁾⁽⁴⁾	418,538 ⁽⁵⁾	67,139	2,165,677
	2018	425,000	1,199,999 ⁽³⁾⁽⁴⁾	397,064 ⁽⁵⁾	66,481	2,088,544
	2017	400,000	1,113,991 ⁽³⁾⁽⁴⁾	315,540 ⁽⁵⁾	63,557	1,893,088

- 1) Represents the fair value on the grant date of the stock awards, as required by SEC rules. Under U.S. generally accepted accounting principles, compensation expense with respect to stock awards granted is generally recognized over the vesting periods applicable to the awards. For a discussion of the assumptions and methodologies used to value the stock awards granted refer to *Note 10. Equity* of Notes to Consolidated Financial Statements included in our company's 2019 Annual Report on Form 10-K.
- 2) Named executive officers received the following other compensation:

Named Executive Officer	2019			2018			2017		
	Supplemental Health Insurance	Dividends	Total Other Compensation	Supplemental Health Insurance	Dividends	Total Other Compensation	Supplemental Health Insurance	Dividends	Total Other Compensation
	Wendy L. Simpson	\$ 6,794	\$ 107,582	\$ 114,376	\$ 2,859	\$ 101,545	\$ 104,404	\$ 1,663	\$ 103,778
Pamela J. Shelley-Kessler	10,250	63,053	73,303	9,382	62,929	72,311	10,250	59,224	69,474
Clint B. Malin	4,086	63,053	67,139	3,552	62,929	66,481	4,333	59,224	63,557

- a) Represents the \$0.19 per share monthly dividends for 2019, each of which is payable on unvested restricted common shares owned by each named executive officer, but excludes dividend equivalent rights credited to unvested performance-based market stock units, which were previously factored into the grant date fair value for such performance-based market stock units.
- 3) Named executive officers were awarded the following performance-based market stock units during 2019, 2018 and 2017 with the number of shares to be earned depending on our TSR over the applicable performance period. These MSUs require a minimum threshold of 4.1% cumulative annual TSR performance, before threshold shares are earned, and they require 21.6% cumulative TSR performance before target shares are earned, each as measured over a 4-year performance period, with opportunity to earn the awards after 3 years if cumulative TSR performance is at least 3.0% at the end of 3 years:

Named Executive Officer	2019		2018		2017	
	MSU Award Value	Target Number of MSU Award	MSU Award Value	Target Number of MSU Award	MSU Award Value	Target Number of MSU Award
Wendy L. Simpson	\$ 1,175,000	22,657	\$ 915,188	22,181	\$ 1,015,000	20,915
Pamela J. Shelley-Kessler	610,000	11,762	600,000	14,542	557,000	11,477
Clint B. Malin	610,000	11,762	600,000	14,542	557,000	11,477

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- 4) Named executive officers received the following restricted common stock awards during 2019, 2018 and 2017 which vest ratably over a three-year period from the grant date:

Named Executive Officer	2019		2018		2017	
	RSA Grant Value	Number of RSA Grant	RSA Grant Value	Number of RSA Grant	RSA Grant Value	Number of RSA Grant
Wendy L. Simpson	\$ 1,174,995	25,247	\$ 846,871	22,181	\$ 1,015,003	22,181
Pamela J. Shelley-Kessler	610,000	13,107	599,999	15,715	556,991	12,172
Clint B. Malin	610,000	13,107	599,999	15,715	556,991	12,172

- 5) Represents amounts earned in cash under the Annual Cash Bonus Incentive Plan for performance in 2019, 2018 and 2017 which were paid in 2020, 2019 and 2018, respectively.

CEO to Median Employee Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing information about the relationship of the annual total compensation of our employees and the annual total compensation of our CEO. The applicable rules allow companies to use various assumptions and methodologies in calculating the pay ratio and, accordingly, our pay ratio may not be comparable with the pay ratios of other companies.

We identified the median employee by examining the 2019 total compensation in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K for all individuals, excluding our CEO, who were employed by us as of December 31, 2019. We used our payroll records to identify this information. In making this determination, we did not annualize compensation for those employees who did not work for our company for the entire fiscal year. We also did not make any cost-of-living adjustments in identifying the median employee. Our chief executive officer had annual total compensation of \$4,161,603 and our median employee had annual total compensation of \$222,266. Therefore, we estimate that our CEO's annual total compensation is 18.7 times that of the median of the annual total compensation of all of our employees, excluding our CEO.

Employment Agreements

Our company has entered into employment agreements with each of the named executive officers. The following table presents information regarding the employment agreements with the named executive officers for the year ended December 31, 2019:

Named Executive Officer	Agreement Date	Agreement Term	Salary
Wendy L. Simpson	11/12/14	3-year evergreen	\$ 750,000
Pamela J. Shelley-Kessler	11/12/14	2-year evergreen	460,000
Clint B. Malin	11/12/14	2-year evergreen	460,000

The employment agreements provide that the base salaries may be increased at the discretion of the Board. Any increase in base salary will automatically amend each executive's respective employment agreement to provide that thereafter the executive's annual base salary will not be less than the increased base salary approved by the Board. During the term of his or her employment by us, each officer will devote the time necessary to provide the services reasonably required by the Board and will not, without the express approval of the Board, engage for his or her own account or for the account of any other person or entity, in a business which competes with us.

The employment agreements contain standard provisions regarding bonuses and benefits, as described in the CD&A section of this proxy statement. Additionally, the employment agreements with the named executive officers provide payments for severance upon termination of employment, including in connection with a change in control, as described under "Severance and Other Benefits Upon Termination of Employment or Change in Control" on page 27 of this proxy statement and under "Potential Payments Upon Termination or Change in Control" on page 32 below.

Grants of Plan-Based Awards

The following table presents information regarding plan-based awards made in 2019 and as of December 31, 2019 to the named executive officers and is intended to supplement the summary compensation table above:

Named Executive Officer	Grant Date	Grant Type	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of RSAs	Grant Date Fair Value of Stock Awards
			Threshold	Target	Max	Threshold	Target	Max		
Wendy L. Simpson	2/19/19 ⁽¹⁾	RSA	\$ —	\$ —	\$ —	—	—	—	25,247	\$ 1,174,995
	2/19/19 ⁽²⁾	MSU	—	—	—	11,329	22,657	45,314	—	1,175,000
	— ⁽³⁾	—	703,125	937,500	1,640,625	—	—	—	—	—
Pamela J. Shelley-Kessler	2/19/19 ⁽¹⁾	RSA	—	—	—	—	—	—	13,107	610,000
	2/19/19 ⁽²⁾	MSU	—	—	—	5,881	11,762	23,524	—	610,000
	— ⁽³⁾	—	310,500	414,000	724,500	—	—	—	—	—
Clint B. Malin	2/19/19 ⁽¹⁾	RSA	—	—	—	—	—	—	13,107	610,000
	2/19/19 ⁽²⁾	MSU	—	—	—	5,881	11,762	23,524	—	610,000
	— ⁽³⁾	—	310,500	414,000	724,500	—	—	—	—	—

- ⁽¹⁾ Restricted stock awards were granted under the 2015 Equity Participation Plan and vest ratably over a three-year period from the grant date.
- ⁽²⁾ Performance-based market stock unit awards were granted under our 2015 Equity Participation Plan, to be earned based on our absolute TSR performance over a 4-year period starting on the grant date (with an opportunity for an early payout after 3 years). Threshold amounts shown are 50% of the MSUs granted, target amounts are 100% of the MSUs granted, and maximum amounts are 200% of the MSUs granted. No MSUs are earned for performance below threshold.
- ⁽³⁾ The amounts shown represents bonus opportunities for 2019 performance under the Annual Cash Bonus Incentive Plan as approved by the Compensation Committee on April 29, 2019. The actual amount awarded was based on the achievement of certain performance measures as described under “Annual Cash Bonus Incentive Plan” on page 23 of this proxy statement. The awards earned for such performance in 2019 were granted on February 18, 2020 as shown in the “Non-Equity Incentive Plan Compensation” column of the summary compensation table above.

Outstanding Equity Awards at Year-End

The following table presents information regarding the outstanding equity awards held by the named executive officers as of December 31, 2019:

Named Executive Officer	Option awards				Stock awards			
	Number of securities underlying unexercised options exercisable	Number of securities underlying unexercised options unexercisable	Option exercise price	Option expiration date	Number of shares or units of stock that have not vested	Market value of shares or units of stock that have not vested ⁽¹⁾	Equity Incentive Plan awards: Number of shares or units of stock that have not vested	Equity Incentive Plan awards: Market value of shares or units of stock that have not vested ⁽¹⁾
Wendy L. Simpson	—	—	\$ —	—	47,429 ⁽²⁾	\$ 2,123,396	66,352 ⁽⁴⁾	\$ 2,970,579
Pamela J. Shelley-Kessler	—	—	—	—	27,642 ⁽³⁾	1,237,532	38,096 ⁽⁴⁾	1,705,558
Clint B. Malin	—	—	—	—	27,642 ⁽³⁾	1,237,532	38,096 ⁽⁴⁾	1,705,558

⁽¹⁾ The market value is the number of shares that have not vested multiplied by the closing market price of our common stock as reported by the NYSE on December 31, 2019.

⁽²⁾ Represents number of outstanding unvested RSAs which vests as follows: 7,394 on February 14, 2020; 7,394 on February 16, 2020 and 2021; 8,415 on February 19, 2020; and 8,416 on February 19, 2021 and 2022.

⁽³⁾ Represents number of outstanding unvested RSAs which vests as follows: 4,058 on February 14, 2020; 5,238 on February 16, 2020; 5,239 on February 16, 2021; and 4,369 on February 19, 2020, 2021 and 2022.

⁽⁴⁾ Represents MSUs that are eligible for vesting following the end of a four-year performance period, subject to acceleration, depending on TSR over the applicable performance period. The amounts listed are at 100% of the target MSU granted, representing the MSUs that would be earned with target performance. However, our TSR performance over the interim performance period from award date, through December 31, 2019, would be 0%, 96%, 200% and 0% of target for the 2016, 2017, 2018 and 2019 awards, respectively.

Option Exercises and Stock Vested

The following table shows the number and value of stock options exercised and the number of shares and value of restricted common stock and MSU that vested related to each of the named executive officers for the year ended December 31, 2019:

Named Executive Officer	Option awards		Stock awards	
	Number of shares acquired on exercise	Value realized on exercise	Number of shares acquired on vesting	Value realized on vesting ⁽¹⁾
Wendy L. Simpson	—	\$ —	41,530	\$ 1,896,150
Pamela J. Shelley-Kessler	—	—	23,372	1,068,531
Clint B. Malin	—	—	23,372	1,068,531

⁽¹⁾ The value realized is the number of shares that vested multiplied by the closing market price of our common stock as reported by the NYSE on the vesting date for restricted common stock and measurement date for MSU. This differs from the compensation expense in the summary compensation table above which is determined using the fair value on the grant date of the stock award.

Potential Payments Upon Termination or Change In Control

As described under “Severance and Other Benefits Upon Termination of Employment or Change in Control” on page 27 of this proxy statement, we have provided the named executive officers with employment agreements that provide certain severance and other benefits depending on the circumstances surrounding their termination of employment with us, including upon a change in control of our company. In addition to the benefits referenced below, upon termination of employment with us, the executive is generally entitled to amounts or benefits earned or accrued during the term of employment, including earned but unpaid salary.

Severance and Other Benefits Upon Termination of Employment

If a named executive officer’s employment is terminated, except for a termination for cause or a voluntary resignation without a good reason, we have agreed to pay the named executive officer a lump sum severance equal to the following:

Wendy L. Simpson	Four times base salary
Pamela J. Shelley-Kessler	Three times base salary
Clint B. Malin	Three times base salary

Upon such a termination of employment, we also have agreed to continue health insurance benefits at our expense up to an 18-month period for the named executive officer. Further, all stock options and restricted common stock automatically vest for the named executive officer and all performance-based market stock units vest at the conclusion of the performance period based on a prorated basis and the truncated service period ending at the termination.

Additionally, the provisions of the Annual Cash Bonus Incentive Plan, in which each of the named executive officers participate, provide that the participant is eligible to receive a pro-rated award if her or his employment terminates, except for a termination for cause or a voluntary resignation without a good reason.

The following table lists the estimated amounts each of the named executive officers would have received under their respective employment agreements if their employment with us terminated and their severance and benefits became payable on December 31, 2019:

Name	Cash Severance⁽¹⁾	Maximum Bonus⁽²⁾	Health Benefits Continuation⁽³⁾	Equity Acceleration
Wendy L. Simpson ⁽⁵⁾	\$ 3,000,000	\$ 1,640,625	\$ 31,400	\$ 4,186,085
Pamela J. Shelley-Kessler ⁽⁵⁾	1,380,000	724,500	53,700	2,499,151
Clint B. Malin ⁽⁵⁾	1,380,000	724,500	28,800	2,499,151

- ⁽¹⁾ Represents base salaries and termination provisions in effect at December 31, 2019.
- ⁽²⁾ Represents the maximum payable to participants in the Annual Cash Bonus Incentive Plan for 2019. The actual amount for 2019 performance was less, as shown in the “Non-Equity Incentive Plan Compensation” column of the summary compensation table above.
- ⁽³⁾ Assumes the value of benefits for an 18-month period required by the named executive officer’s employment agreement is at the same monthly amount paid for her or his medical, dental and vision insurance in 2019.
- ⁽⁴⁾ For unvested restricted common stock, this amount represents the closing market price as reported by the NYSE on December 31, 2019. For unvested performance-based market stock units, this amount is based on interim TSR performance measured as of December 31, 2019, the prorated service term from the grant date to December 31, 2019, and the closing market price as reported by the NYSE on December 31, 2019.
- ⁽⁵⁾ The employment agreements for each of the named executive officers contain “cut back” provisions to reduce severance benefits if an excise tax otherwise would be due and payable by them. We have assumed that no severance benefits would be cut back under the named executive officer’s employment agreement. The actual severance benefits payable to the named executive officers may be less than the amounts shown above as a result of the application of the cut back.

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Severance and Other Benefits Upon Change in Control

As described under “Severance and Other Benefits Upon Termination of Employment or Change in Control” on page 27 of this proxy statement, we have agreed to pay severance and other benefits to the named executive officers upon our company’s change in control as defined in each named executive officer’s employment agreement. The employment agreements with each of the named executive officers are triggered if (i) her or his employment is terminated, except for a termination for cause or a voluntary resignation without a good reason, and (ii) such termination occurs within 24 months following a change in control or in contemplation of a change in control which actually occurs.

Upon such an occurrence, we have agreed to pay the named executive officer a severance payment in cash equal to the following:

Wendy L. Simpson	Greater of \$3,000,000 or 300% of 5-year average annual compensation
Pamela J. Shelley-Kessler	250% of 5-year average annual compensation
Clint B. Malin	250% of 5-year average annual compensation

Upon such an occurrence, we also have agreed to continue health insurance benefits at our expense up to an 18-month period for the named executive officers. Further, under the standard provisions of our equity compensation plan award agreements, all stock options and restricted common stock automatically vest upon a change in control for the named executive officers and all the performance-based market stock units deemed earned as of the date of the change of control, will vest upon termination within 24 months following a change in control.

Additionally, the provisions of the Annual Cash Bonus Incentive Plan, in which each of the named executive officers participate, provide that the participant is eligible to receive a portion of the target amount of the award based upon the number of days remaining in the performance period upon the change in control.

The following table lists the estimated amounts each of the named executive officers would have received under their respective employment agreements if there had been a change in control of our company and their severance and benefits were triggered on December 31, 2019:

Name	Cash		Health Benefits	Equity
	Severance ⁽¹⁾	Target Bonus ⁽²⁾	Continuation ⁽³⁾	Acceleration ⁽⁴⁾
Wendy L. Simpson ⁽⁵⁾	\$ 8,185,311	\$ 937,500	\$ 31,400	\$ 5,008,375
Pamela J. Shelley-Kessler ⁽⁵⁾	3,626,304	414,000	53,700	3,032,899
Clint B. Malin ⁽⁵⁾	3,788,954	414,000	28,800	3,032,899

- (1) Represents base salaries and change in control provisions in effect at December 31, 2019.
- (2) Represents the target amount payable to participants in the Annual Cash Bonus Incentive Plan for 2019. The actual amount for 2019 performance was greater, as shown in the “Non-Equity Incentive Plan Compensation” column of the summary compensation table above.
- (3) Assumes the value of benefits for an 18-month period required by the named executive officer’s employment agreement is at the same monthly amount paid for her or his medical, dental and vision insurance in 2019.
- (4) For unvested restricted common stock, this amount represents the closing market price as reported by the NYSE on December 31, 2019. For unvested performance-based market stock units, this amount is based on interim TSR performance measured as of December 31, 2019, and the closing market price as reported by the NYSE on December 31, 2019.
- (5) The employment agreements for each of the named executive officers contain “cut back” provisions to reduce severance benefits if an excise tax otherwise would be due and payable by them. We have assumed that no severance benefits would be cut back under the named executive officer’s employment agreement. The actual severance benefits payable to the named executive officer may be less than the amounts shown above as a result of the application of the cut back.

DIRECTOR COMPENSATION

Compensation for the Board of Directors currently consists of quarterly fees and periodic equity awards. One member of the Board, Ms. Simpson, is employed by us and therefore is not entitled to receive additional compensation for her services as director. Compensation information related to Ms. Simpson is included in the previous discussion and tables related to executive compensation.

Director Compensation for the Year ended December 31, 2019

The following table presents information regarding the compensation earned by or paid to non-employee members of the Board for their services in 2019:

Name	Fees Earned or Paid in Cash	Stock Awards ⁽¹⁾	Total
Boyd W. Hendrickson	\$ 100,000	\$ 95,000	\$ 195,000
James J. Pieczynski	85,000	95,000	180,000
Devra G. Shapiro	90,000	95,000	185,000
Timothy J. Triche	90,000	95,000	185,000

- ⁽¹⁾ Please see “Equity Awards” below for the aggregate number of stock awards and option awards outstanding at year end. Represents the fair value on the grant date of the stock awards and option awards granted. Under U.S. generally accepted accounting principles, compensation expense with respect to stock awards and option awards granted is generally recognized over the vesting periods applicable to the awards. For a discussion of the assumptions and methodologies used to value the stock awards and option awards granted refer to *Note 10. Equity* of Notes to Consolidated Financial Statements included in our company’s 2019 Annual Report on Form 10-K.

Quarterly Board and Meeting Fees

The following table represents the schedule of quarterly fees for each non-employee director in effect during 2019:

Type of Fee ⁽¹⁾	
Quarterly Fee	\$ 15,000
Quarterly Lead Independent Director Fee	6,250
Quarterly Audit Committee Chairman Fee ⁽²⁾	5,000
Quarterly Compensation Committee Chairman Fee ⁽²⁾	5,000
Quarterly Nominating Committee Chairman Fee ⁽²⁾	3,750
Quarterly Committee Membership Fee (per Committee)	1,250

- ⁽¹⁾ Additionally, we reimburse non-employee directors for travel expenses incurred in connection with their duties as our director. Travel expense reimbursements are not included in this table.
- ⁽²⁾ Committee Chairs do not receive an additional Committee Membership fee.

Equity Awards

Directors participate in the 2015 Equity Participation Plan which permits the Compensation Committee to grant nonqualified stock options or restricted common shares to directors from time-to-time. In 2019, the Compensation Committee granted 2,124 shares of restricted common stock at \$44.73 per share to each non-employee director. These shares vest over a one-year period from the grant date. The following table presents the number of outstanding and unexercised option awards and the number of unvested shares of restricted common stock held by each of our non-employee directors at December 31, 2019.

Name	Number of options outstanding	Number of unvested shares of restricted common stock outstanding
Boyd W. Hendrickson	—	2,124 ⁽²⁾
James J. Pieczynski	15,000 ⁽¹⁾	2,124 ⁽²⁾
Devra G. Shapiro	—	2,124 ⁽²⁾
Timothy J. Triche	—	2,124 ⁽²⁾

⁽¹⁾ 5,000 vested on March 1, 2015, 2016 and 2017.

⁽²⁾ Vests on May 29, 2020.

COMPENSATION COMMITTEE REPORT

This Compensation Committee Report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that LTC specifically incorporate this information by reference, and shall not otherwise be deemed filed under such Acts.

The Compensation Committee of the Board of Directors has reviewed and discussed with management the Executive Compensation Discussion and Analysis for 2019. Based on the review and discussions, the Compensation Committee recommended to the Board, and the Board has approved, that the Executive Compensation Discussion and Analysis be included in this proxy statement.

Compensation Committee
Timothy J. Triche, MD, Chairman
Boyd W. Hendrickson
James J. Pieczynski
Devra G. Shapiro

Compensation Committee Interlocks and Insider Participation

The Compensation Committee in 2019 consisted of Timothy J. Triche, Boyd W. Hendrickson, James J. Pieczynski and Devra G. Shapiro, all of whom are independent directors. None of the members of the Compensation Committee are, or have been, officers or employees of our company. There are no “interlocks” as defined by SEC rules with respect to any member of the Compensation Committee of the Board of Directors.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND
MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Beneficial Ownership Table

The following table presents information as of April 13, 2020 with respect to the beneficial ownership of our common stock by (1) each person who is known by us to own beneficially more than 5% of our common shares based on the most recent Schedule 13D or 13G filings made by such person with the SEC pursuant to SEC rules and regulations, (2) each director and director nominee, (3) each named executive officer identified in the “Summary Compensation Table” on page 28 of this proxy statement, and (4) the current directors and executive officers as a group:

Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percent of Outstanding Shares in Class ⁽²⁾
<i>Principal Stockholders:</i>			
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	Common Stock	7,004,462 ⁽³⁾	17.9 %
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, PA 19355	Common Stock	6,225,915 ⁽⁴⁾	15.9 %
State Street Corporation One Lincoln Street Boston, MA 02111	Common Stock	2,367,464 ⁽⁵⁾	6.0 %
<i>Named Executive Officers:</i>			
Wendy L. Simpson	Common Stock	356,063	*
Pamela J. Shelley-Kessler	Common Stock	119,383 ⁽⁶⁾	*
Clint B. Malin	Common Stock	108,851	*
<i>Directors and Director Nominees: +</i>			
Boyd W. Hendrickson	Common Stock	18,059	*
James J. Pieczynski	Common Stock	38,280 ⁽⁷⁾	*
Devra G. Shapiro	Common Stock	36,880	*
Timothy J. Triche	Common Stock	36,162	*
All current directors and executive officers as a group (7 persons)	Common Stock	713,678 ⁽⁶⁾⁽⁷⁾	1.8 %

* Less than 1%

+ Does not include information concerning Ms. Simpson, for whom information is provided under the Named Executive Officers heading above.

⁽¹⁾ Except as otherwise noted below, all shares are owned beneficially by the individual or entity listed with sole voting and/or investment power.

⁽²⁾ For purposes of computing the percentages, the number of shares outstanding on April 13, 2020 was 39,217,848.

⁽³⁾ Based upon information contained in a Schedule 13G/A filed with the SEC on February 4, 2020 by BlackRock, Inc. (“BlackRock”) with respect to the ownership of our common stock as of December 31, 2019. BlackRock has sole voting power over 6,896,776 shares and sole dispositive power over 7,004,462 shares.

⁽⁴⁾ Based upon information contained in a Schedule 13G/A filed with the SEC on February 11, 2020 by The Vanguard Group, Inc. (“Vanguard”) with respect to the ownership of our common stock as of December 31, 2019. Vanguard has sole voting power over 99,850 shares, shared voting power over 45,494 shares, sole dispositive power over 6,125,717 shares, and shared dispositive power over 100,198 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 54,704 shares of our common stock outstanding as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 90,640 shares of our common stock outstanding as a result of its serving as investment manager of Australian investment offerings.

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- (5) Based upon information contained in a Schedule 13G filed with the SEC on February 14, 2020 by State Street Corp (“State Street”) with respect to ownership of our common stock as of December 31, 2019. State Street has shared voting power over 1,947,670 shares and shared dispositive power over 2,367,464 shares.
- (6) Includes 1,000 shares of common stock held by spouse in an individual retirement account.
- (7) Includes 15,000 shares purchasable upon exercise of outstanding options that are presently exercisable.

Securities Authorized for Issuance under Equity Compensation Plans

Securities authorized for issuance under equity compensation plans as of December 31, 2019 is as follows:

Equity Compensation Plan Information			
	(a)	(b)	(c)
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	15,000	\$ 34.99	617,013
Equity compensation plans not approved by security holders	—	—	—
Total	15,000	\$ 34.99	617,013

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Review, Approval or Ratification of Transactions with Related Persons

We have adopted a written policy that addresses related person transactions requiring disclosure under Item 404 of Regulation S-K under the Securities Act. Under our Related Person Transaction Policy, a related person of our company includes a director, a director nominee, an executive officer, a stockholder beneficially owning a 5% voting interest in our company, or an immediate family member of any of the foregoing. Under the policy, any transaction in which a related person has a direct or indirect material interest and where the amount exceeds \$120,000 must be approved by disinterested members of the Board.

In determining whether to approve or ratify a related person transaction, the Board will take into account, whether (i) the terms are fair to our company and on the same basis generally available to an unrelated person, (ii) there are business reasons for our company to enter into the transaction, (iii) it would impair independence of an outside director, and (iv) it would present an improper conflict of interest, taking into account factors that the Board deems relevant.

Transactions with Related Persons

There were no transactions within the scope of our Related Person Transactions Policy since the beginning of 2019 nor are any currently proposed.

Director Independence

In accordance with NYSE listing standards, our Corporate Governance Guidelines provide that:

A director who is, or has been within the last three years, an employee of our company, or whose immediate family member is, or has been within the last three years, an executive officer of our company, may not be deemed independent. Employment as an interim Chairman or Chief Executive Officer will not disqualify a director from being considered independent following that employment.

A director who has received, or who has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from our company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), may not be

deemed independent. Compensation received by a director for former service as an interim Chairman or Chief Executive Officer and compensation received by an immediate family member for service as a non-executive employee of our company will not be considered in determining independence under this test.

A director who is, or whose immediate family member is, a current partner of a firm that is our company's external auditor; a director who is a current employee of such a firm; a director who has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or a director who was, or whose immediate family member was, within the last three years (but is no longer) a partner or employee of such a firm and personally worked on our company's audit within that time may not be deemed independent.

A director who is, or whose immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of our company's present executive officers at the time serves or served on that company's compensation committee may not be deemed independent.

A director who is a current employee or whose immediate family member is a current executive officer, of a company that has made payments to, or received payments from, our company for property or services in an amount which, in any of the last three years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues, may not be deemed independent.

Pursuant to our Corporate Governance Guidelines, the Board undertook its annual review of director independence in 2019. During this review, the Board considered transactions and relationships between each director or any member of his or her immediate family and our company and its subsidiaries and affiliates. The Board also considered whether there were any transactions or relationships between directors or any member of their immediate family (or any entity of which a director or an immediate family member is an executive officer, general partner or significant equity holder) and members of our management or their affiliates. The purpose of this review was to determine whether any such relationships or transactions existed that were inconsistent with a determination that the director is independent.

The Board has affirmatively determined that each of the current directors standing for reelection is independent within the meaning of our director independence standards, except for Ms. Simpson because of her employment as a senior executive officer of our company.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES AND SERVICES

Ernst & Young LLP audited our financial statements during year ended December 31, 2019 and have been our auditors since our organization in May 1992. Their fees for the last two fiscal years were:

	2019	2018
Audit Fees	\$ 615,500	\$ 582,500
Audit-Related Fees	—	—
Tax Fees	79,276	74,544
All Other Fees	—	—

Audit Fees

For 2019 and 2018, these fees represent aggregate fees billed for professional services rendered for the audit of our annual financial statements and internal control over financial reporting, the review of the financial statements included in our Quarterly Reports on Form 10-Q, advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements and work on securities and other filings with the SEC, including comfort letters and consents.

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Tax Fees

These fees represent aggregate fees billed for services rendered for tax compliance and consultation, including REIT qualification matters during 2019 and 2018.

All audit, audit-related and tax services were pre-approved by the Audit Committee. On an annual basis the Audit Committee pre-approves specifically described audit, audit-related and tax services to be performed by Ernst & Young LLP. The Audit Committee has delegated to the Audit Committee Chairman the authority to pre-approve non-audit services to be performed by Ernst & Young LLP, provided that the Chairman shall report any decision to pre-approve such non-audit services to the full Audit Committee at its next regular meeting.

In accordance with Section III, Item 6 of the Audit Committee Charter, the Audit Committee reviewed the effectiveness of Ernst & Young LLP's audit effort, including approval of the scope of, and fees charged in connection with, the annual audit, quarterly reviews and any non-audit services provided. The Audit Committee concluded that the provision of the non-audit services by Ernst & Young LLP was compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

This Audit Committee Report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that we specifically incorporate this information by reference, and shall not otherwise be deemed filed under such Acts.

The Audit Committee of the Board of Directors has oversight of all compliance related to financial matters, Securities and Exchange Commission reporting and auditing. Additionally, it is the Audit Committee's duty to review annually the Audit Committee Charter and recommend any changes to the Board.

The Audit Committee is appointed by the Board to assist the Board in its oversight function by monitoring, among other things, the integrity of LTC's financial statements, LTC's financial reporting process and the independence and performance of the independent registered public accounting firm. It is the responsibility of LTC's management to prepare financial statements in accordance with U.S. generally accepted accounting principles and of LTC's independent registered public accounting firm to audit those financial statements. The Audit Committee has the sole authority and responsibility to select, appoint, evaluate, compensate and retain, approve significant non-audit services, confirm the independence of the independent registered public accounting firm and, where appropriate, replace the independent registered public accounting firm. Additionally, the Audit Committee determines the extent of funding that LTC must provide to the independent registered public accounting firm.

Management is responsible for LTC's internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of LTC's consolidated financial statements and internal control over financial reporting in accordance with standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

In this context, the Audit Committee has met and held discussions with management and Ernst & Young LLP, LTC's independent registered public accounting firm. Management represented to the Audit Committee that LTC's consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles, and the Audit Committee has reviewed and discussed the audited consolidated financial statements with management and Ernst & Young LLP. The Audit Committee discussed with Ernst & Young LLP matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC.

Additionally, the Audit Committee has received the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding communications with the Audit Committee concerning independence from Ernst & Young LLP and has discussed with Ernst & Young LLP its independence from LTC and its management. The Audit Committee also has considered whether the non-audit services provided by Ernst & Young LLP are compatible with maintaining its independence.

Further, the Audit Committee periodically meets with Ernst & Young LLP, without management present, to discuss the results of their examinations, the evaluations of LTC's internal controls and the overall quality of LTC's financial reporting.

During the past year, the Audit Committee met with Ernst & Young LLP five times in total and without management present once.

Based on the reviews and discussions referred to above, and subject to the limitations on the role and responsibilities of the Audit Committee referred to above and set forth in the Charter, the Audit Committee recommended to the Board that the audited financial statements be included in LTC's 2019 Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

Audit Committee
Devra G. Shapiro, Chairman
Boyd W. Hendrickson
James J. Pieczynski
Timothy J. Triche, MD

RISK OVERSIGHT

Management continually monitors the material risks facing our company, including financial risk, strategic risk, operational risk, and legal and compliance risk. The Board is responsible for exercising oversight of management's identification of, planning for, and managing those risks. The Board may delegate to its committees the oversight responsibility for those risks that are directly related to their area of focus. Pursuant to its charter, the Audit Committee has the responsibility and duty to review the financial, investment and risk management policies followed by our company in operating its business activities. The full Board reviews risks that may be material to our company, including those detailed in the Audit Committee's reports and as disclosed in our quarterly and annual reports filed with the SEC. We believe that our leadership structure also enhances the Board's risk oversight function. Due to her role as Chief Executive Officer, and President, and knowledge of our company and industry, Ms. Simpson is well-positioned to lead board discussions on risk areas. Ms. Simpson regularly discusses with management the material risks facing our company and is also expected to report candidly to her fellow directors on her assessment of those material risks. This structure fosters greater communication between management and the Board on matters including with respect risk.

FORWARD LOOKING STATEMENTS

This proxy statement includes statements that are not purely historical and are "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, including statements regarding our company's expectations, beliefs, intentions or strategies regarding the future. All statements other than historical facts contained in this proxy statement are forward looking statements. These forward looking statements involve a number of risks and uncertainties. Please see our company's most recent Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, and other publicly available filings with the Securities and Exchange Commission for a discussion of these and other risks and uncertainties. All forward looking statements included in this proxy statement are based on information available to our company on the date hereof, and we assume no obligation to update such forward looking statements. Although our company's management believes that the assumptions and expectations reflected in such forward looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. The actual results achieved by our company may differ materially from any forward looking statements due to the risks and uncertainties of such statements.

ADDITIONAL INFORMATION

Other Matters

Other business may properly come before the 2020 Annual Meeting of Stockholders, and in that event, the proxies named will vote as recommended by the Board or, if no recommendation is given, in their own discretion. However, we have not received timely and proper notice from any stockholder of any other matter to be prepared at the 2020 Annual Meeting. Our management and the Board know of no matters to be brought before the 2020 Annual Meeting other than as described in this proxy statement.

Stockholder Proposals

Stockholder proposals intended to be presented at the 2021 Annual Meeting of Stockholders must be received by us for inclusion in our proxy statement by December 22, 2020 and otherwise comply with SEC rules and regulations governing inclusion of such proposals. Any proposal received after December 22, 2020 will be untimely, in accordance with SEC rules and regulations.

Matters (other than nominations of candidates for election as directors) may be brought before the meeting by stockholders only by complying with the procedure set forth in our company's Bylaws, which in summary requires that notice be delivered to our principal executive offices not less than 60 days nor more than 150 days prior to the anniversary of the 2020 Annual Meeting of Stockholders. Each such stockholder notice shall set forth (i) as to each matter the stockholder proposes to bring before the 2021 Annual Meeting, (a) a brief description of the matter desired to be brought before the 2021 Annual Meeting and the reasons for bringing such matter before the 2021 Annual Meeting and (b) any material interest of the stockholder in such matter; and (ii) as to the stockholder giving the notice (a) the name and address, as they appear on our books, of such stockholder and any other stockholders known by such stockholder to be supporting the bringing of such matter before the 2021 Annual Meeting as of the date of such stockholder notice and (b) the class and number of shares of our capital stock which are beneficially owned by such

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stockholder on the date of such stockholder notice and by any other stockholder known by such stockholder to be supporting the bringing of such matter before the 2021 Annual Meeting as of the date of such stockholder notice.

For information regarding nominating candidates for election as directors, please see “Consideration of Director Nominees” on page 6 of this proxy statement.

Annual Report

We will provide without charge to any person solicited hereby, upon the written request of any such person, a copy of our 2019 Annual Report on Form 10-K filed with the SEC. We also will provide upon request, and upon payment of a fee to cover reasonable expenses, paper copies of any exhibit to our 2019 Annual Report on Form 10-K. Such requests should be directed to LTC Properties, Inc., Attn: Investor Relations, 2829 Townsgate Road, Suite 350, Westlake Village, CA 91361. Our Annual Report also is available on our website at www.LTCreit.com. We are not including the information contained on our website as part of, or incorporating it by reference into, this proxy statement.

Householding

We have adopted a procedure permitted by SEC rules called “householding.” Under this procedure, stockholders of record who have the same address and last name will receive only one copy of our Notice of Annual Meeting of Stockholders, Proxy Statement, and Annual Report, unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees.

Stockholders who participate in householding will continue to receive separate proxy cards. Householding will not in any way affect dividend check mailings.

If you are eligible for householding, but you and other stockholders of record with whom you share an address currently receive multiple copies of the Notice of Annual Meeting of Stockholders and Proxy Statement and the accompanying documents, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of each of these documents for your household, please contact our transfer agent, American Stock Transfer & Trust Company, at 866-708-5586.

If you participate in householding and wish to receive a separate copy of this Notice of Annual Meeting of Stockholders, Proxy Statement and the accompanying documents, or if you do not wish to participate in householding and prefer to receive separate copies of these documents in the future, please also contact our transfer agent, American Stock Transfer & Trust Company, at 866-708-5586.

“Street name” beneficial owners can request information about householding from their banks, brokers, or other nominee holders of record.

By Order of the Board of Directors



PAMELA J. SHELLEY-KESSLER
Executive Vice President, Chief Financial Officer and Corporate Secretary

Westlake Village, California April 21, 2020

**RECONCILIATIONS OF NON-GAAP
FINANCIAL MEASURES**

FUNDS FROM OPERATIONS EXCLUDING NON-RECURRING ITEMS⁽¹⁾
(Unaudited, amounts in thousands, except per share amounts)

	Year Ended December 31, 2019
GAAP Net income available to common stockholders	\$ 80,135
Add: Depreciation and amortization	39,216
Add: Impairment from investment in unconsolidated joint ventures	5,500
Less: Gain on sale of real estate, net	(2,106)
NAREIT FFO attributable to common stockholders ⁽¹⁾	122,745
Less: Non-recurring one-time items ⁽²⁾	(1,535)
FFO attributable to common stockholders excluding non-recurring items	121,210
Effect of dilutive securities:	
Participating securities	391
Diluted FFO excluding non-recurring items attributable to common stockholders	<u>\$ 121,601</u>
Shares for basic FFO per share	39,571
Effect of dilutive securities:	
Stock options	4
Performance-based stock units	184
Participating securities	162
Shares for diluted FFO per share	<u>39,921</u>
Basic FFO excluding non-recurring items per share	\$ 3.06
Diluted FFO excluding non-recurring items per share	\$ 3.05

⁽¹⁾ Funds From Operations (“FFO”) is a supplemental measure of a real estate investment trust’s (“REIT”) financial performance that is not defined by U.S. generally accepted accounting principles (“GAAP”). Investors, analysts and our management and the Board use FFO as a supplemental measure of operating performance. We believe FFO is helpful in evaluating the operating performance of a REIT. Real estate values historically rise and fall with market conditions, but cost accounting for real estate assets in accordance with GAAP assumes that the value of real estate assets diminishes predictably over time. We believe that by excluding the effect of historical cost depreciation, which may be of limited relevance in evaluating current performance, FFO facilitates like comparisons of operating performance between periods. Additionally, we believe that FFO excluding non-recurring items provides useful information because it allows investors, analysts, our management and the Board to compare our company’s operating performance on a consistent basis without having to account for differences caused by unanticipated items. FFO, as defined by the National Association of Real Estate Investment Trusts (“NAREIT”), means net income available to common stockholders (computed in accordance with GAAP) excluding gains or losses on the sale of real estate and impairment write-downs of depreciable real estate plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. FFO excluding non-recurring items represents FFO adjusted for certain items detailed in the reconciliation. Our company’s computation of FFO may not be comparable to FFO reported by other REITs that do not define the term in accordance with the current NAREIT definition or have a different interpretation of the current NAREIT definition from that of our company; therefore, caution should be exercised when comparing our company’s FFO to that of other REITs.

⁽²⁾ Represents gain from property insurance proceeds related to a property in Texas.

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FUNDS AVAILABLE FOR DISTRIBUTION, EXCLUDING NON-RECURRING ITEMS
(Unaudited, amounts in thousands, except per share amounts)

	Year Ended December 31, 2019
NAREIT FFO attributable to common stockholders	\$ 122,745
Non-cash income:	
Less: Straight-line rental income	(4,487)
Add: Amortization of lease costs	385
Add: Other non-cash expense ⁽²⁾	1,926
Less: Effective interest income from mortgage loans	(5,842)
Less: Deferred income from unconsolidated joint ventures	(18)
Net non-cash income	(8,036)
Non-cash expense:	
Add: Non-cash compensation charges	6,565
Less: Capitalized interest	(608)
Net non-cash expense	5,957
Funds available for distribution ⁽¹⁾	120,666
Less: Non-recurring income ⁽³⁾	(3,461)
Funds available for distribution, excluding non-recurring income	117,205
Effect of dilutive securities:	
Participating securities	391
Diluted FAD, excluding non-recurring items	\$ 117,596
Shares for basic FAD per share	39,571
Effect of dilutive securities:	
Stock options	4
Performance-based stock units	184
Participating securities	162
Shares for diluted FAD per share	39,921
Basic FAD excluding non-recurring items per share	\$ 2.96
Diluted FAD excluding non-recurring items per share	\$ 2.95

⁽¹⁾ Funds Available for Distribution (“FAD”) is a supplemental measure of a REIT’s financial performance that is not defined by GAAP. Investors, analysts and our management and the Board use FAD as a supplemental measure of operating performance. We define FAD as FFO excluding non-cash income and non-cash expense. FAD is useful in analyzing the portion of cash flow that is available for distribution to stockholders. Investors, analysts and our management and the Board use FAD as an indicator of common dividend potential.

⁽²⁾ Represents a write-off of straight-line rent due to a lease termination and transition of two seniors housing communities to a new operator.

⁽³⁾ Represents \$2,111 gain from property insurance proceeds and \$1,350 of deferred rent repayment from an operator.

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DEBT TO ANNUALIZED ADJUSTED EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION FOR REAL ESTATE⁽¹⁾

(Unaudited, amounts in thousands)

	Year Ended December 31, 2019
Bank borrowings	\$ 93,900
Senior unsecured notes, net of debt issue costs: \$812	599,488
Total debt	<u>\$ 693,388</u>
	Quarter Ended December 31, 2019
Net income	\$ 12,631
Add: Loss on sale of real estate, net	4,630
Add: Impairment from investment in unconsolidated joint ventures	5,500
Add: Interest expense	7,578
Add: Depreciation and amortization	9,817
EBITDA _{re}	<u>40,156</u>
Add: Non-recurring one-time items ⁽²⁾	(2,111)
Adjusted EBITDA _{re}	<u>\$ 38,045</u>
Annualized Adjusted EBITDA _{re}	152,180
Debt to Annualized Adjusted EBITDA _{re}	4.6x

- ⁽¹⁾ Our management and the Board measure operating performance, liquidity, and credit strength in terms of coverage ratios. Coverage ratios are widely used by investors, analysts and rating agencies in the valuation, comparison, rating and investment recommendations of REITs. Coverage ratios are based on NAREIT defined earnings before interest, taxes, depreciation and amortization for real estate (“EBITDA_{re}”), which is a financial measure not derived in accordance with GAAP. Annualized Adjusted EBITDA_{re} is calculated as EBITDA_{re} for the three months ended December 31, 2019 multiplied by 4 but excluding gains or losses from real estate dispositions, impairment charges and non-recurring items for the year ended December 31, 2019. Debt to Annualized Adjusted EBITDA_{re} is our company’s total debt as a multiple of Annualized Adjusted EBITDA_{re}. Annualized Adjusted EBITDA_{re}, and Debt to Annualized Adjusted EBITDA_{re} are not alternatives to net income, operating income, income from continuing operations or cash flows from operating activities as calculated and presented in accordance with GAAP. You should not rely on Annualized Adjusted EBITDA_{re}, and Debt to Annualized Adjusted EBITDA_{re} as substitutes for any GAAP financial measures. You should not consider these non-GAAP numbers in isolation, for the purpose of analyzing our financial performance, financial position or cash flows. Our company’s computation of Annualized Adjusted EBITDA_{re}, and Debt to Annualized Adjusted EBITDA_{re} may not be comparable to non-GAAP measures reported by other REITs that do not use, or have different interpretations of Annualized Adjusted EBITDA_{re}, and Debt to Annualized Adjusted EBITDA_{re}; therefore, caution should be exercised when comparing our company’s non-GAAP measures to that of other REITs.

- ⁽²⁾ Represents gain from property insurance proceeds related to a property in Texas.

[Table of Contents](#)DEBT TO ENTERPRISE VALUE⁽¹⁾
(Unaudited, amounts in thousands)

	Year Ended December 31, 2019
Bank borrowings	\$ 93,900
Senior unsecured notes, net of debt issue costs: \$812	599,488
Total debt	693,388
Common stock market value ⁽²⁾	1,779,684
Total market value	1,779,684
Total value	2,473,072
Add: Non-controlling interest	8,483
Less: Cash and cash equivalents	(4,244)
Enterprise value	\$ 2,477,311
Debt to Enterprise Value	28.0 %

⁽¹⁾ Enterprise Value is calculated as the sum of our company's total debt and market value of outstanding securities, less non-controlling interest, and cash and cash equivalents. Debt to Enterprise Value is our company's total debt as a percentage of Enterprise Value. Our management and the Board measure operating performance, liquidity, and credit strength in terms of leverage ratios such as Debt to Enterprise Value. Leverage ratios are widely used by investors, analysts and rating agencies in the valuation, comparison, rating and investment recommendations of REITs. Enterprise Value and Debt to Enterprise Value are not alternatives to net income, operating income, income from continuing operations or cash flows from operating activities as calculated and presented in accordance with GAAP. You should not rely on Enterprise Value and Debt to Enterprise Value as substitutes for any GAAP financial measures. You should not consider these non-GAAP numbers in isolation, for the purpose of analyzing our financial performance, financial position or cash flows. Our company's computation of Enterprise Value and Debt to Enterprise Value may not be comparable to non-GAAP measures reported by other REITs that do not use, or have different interpretations of, Enterprise Value and Debt to Enterprise Value; therefore, caution should be exercised when comparing our company's non-GAAP measures to that of other REITs.

⁽²⁾ At December 31, 2019, we had 39,751,704 shares outstanding. Closing price of our common shares as reported on the New York Stock Exchange on December 31, 2019 was \$44.77 per share.

ANNUAL MEETING OF STOCKHOLDERS OF
LTC PROPERTIES, INC.

May 27, 2020

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NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at <http://www.astproxyportal.com/ast/26002/>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

This proxy, when properly executed, will be voted as directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS

If you would like to receive future shareholder communications over the Internet exclusively, and no longer receive any material by mail please visit <http://www.astfinancial.com>. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select **Receive Company Mailings via E-Mail** and provide your e-mail address.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES FOR DIRECTOR

1. Election of Directors: Five directors will be elected to hold office until the 2021 Annual Meeting of Stockholders and, in each case, until their respective successors have been duly elected and qualified.

	FOR	AGAINST	ABSTAIN
Boyd W. Hendrickson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
James J. Pieczynski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Devra G. Shapiro	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Wendy L. Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Timothy J. Triche, M.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 2

2. Ratification of independent registered public accounting firm.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 3

3. Advisory vote to approve named executive officer compensation.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: In their discretion, the proxies named are authorized to vote upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournment or postponement thereof.

Please check here if you would like to receive future documents electronically.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date _____ Signature of Stockholder _____ Date _____

Note: Please sign exactly as your name or names appear on this proxy card. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



**PROXY
LTC PROPERTIES, INC.**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF STOCKHOLDERS - MAY 27, 2020**

The undersigned acknowledges receipt of the Notice of Annual Meeting of Stockholders of LTC Properties, Inc. dated April 21, 2020 and a related Proxy Statement furnished by the Board of Directors, and revoking all prior proxies, hereby appoints: Wendy L. Simpson and Pamela Shelley-Kessler, or either of them, each with the power of substitution, as proxies, and hereby authorizes each of them to represent and vote, as indicated on the reverse side, the shares the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held virtually at www.viewproxy.com/LTCProperties/2020, on Wednesday, May 27, 2020 at 5:30 p.m., Pacific Time, or any adjournment or postponement thereof, and in their discretion, the proxies named are authorized to vote upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournment or postponement thereof.

(Continued and to be signed on the reverse side)



ANNUAL MEETING OF STOCKHOLDERS OF LTC PROPERTIES, INC.

May 27, 2020

PROXY VOTING INSTRUCTIONS

INTERNET - Access www.vote@proxy.com and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



Vote online until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

VIRTUALLY - You may vote your shares in person by attending the Annual Meeting at www.viewproxy.com/LTCProperties/2020.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

This proxy, when properly executed, will be voted as directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS
If you would like to receive future shareholder communications over the Internet exclusively, and no longer receive any material by mail please visit <http://www.astfinancial.com>. Click on Shareholder Account Access to enroll. Please enter your account number and tax identification number to log in, then select Receive Company Mailings via E-Mail and provide your e-mail address.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES FOR DIRECTOR

1. Election of Directors: Five directors will be elected to hold office until the 2021 Annual Meeting of Stockholders and, in each case, until their respective successors have been duly elected and qualified.

	FOR	ABSTAIN	NESTAN
Boyd W. Hendrickson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
James J. Pieczynski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Debra G. Shapiro	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Wendy L. Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Timothy J. Triche, M.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 2

2. Ratification of independent registered public accounting firm.

FOR	ABSTAIN	NESTAN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 3

3. Advisory vote to approve named executive officer compensation.

FOR	ABSTAIN	NESTAN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: In their discretion, the proxies named are authorized to vote upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournment or postponement thereof.

Please check here if you would like to receive future documents electronically.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder _____ Date: _____ Signature of Shareholder _____ Date: _____

Note: Please sign exactly as your name or names appear on the Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.