

# NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

## A. ORGANIZATION

There shall be a standing committee of the Board of Directors (the “Board”) of Welltower Inc. (“Welltower”) to be known as the Nominating/Corporate Governance Committee (the “Committee”). The membership of the Committee shall be comprised of at least three members of the Board, each of whom is independent as defined by the rules of the New York Stock Exchange (“NYSE”). The Board shall annually designate the members and the Chair of the Committee. Members of the Committee may be removed at any time without cause by the affirmative vote of a majority of the Board. Vacancies resulting from resignation or removal shall be filled by a majority vote of the Board.

## B. MEETINGS

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the action of the Committee. The Committee shall meet in person, or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, as required, but at least once annually prior to the preparation of the proxy materials to be sent to Welltower’s shareholders in connection with the annual meeting of shareholders. The Committee also may take action by unanimous written consent of its members. The Chair of the Committee shall preside at each meeting of the Committee and, in consultation with other Committee members, determine the frequency and length of the meetings and set agendas for the meetings. In the absence of the Chair, a majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Committee, in its discretion, may ask members of Management or others to attend its meetings (or portions thereof) and to provide pertinent information (as necessary). The Committee shall keep a record of its actions and proceedings, and make a report thereof from time to time to the Board. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as are necessary or desirable and not inconsistent with the provisions of Welltower’s By-Laws or this Charter.

## C. PURPOSES

The purposes of the Committee are:

1. To identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees to stand for election at each annual meeting of shareholders.
2. To develop, recommend to the Board and periodically review Welltower’s procedures and policies relating to Board nominees who are recommended by shareholders.
3. To develop, recommend to the Board and periodically review Welltower’s Corporate Governance Guidelines.
4. To advise the Board with respect to Board composition, procedures and committees.

5. To oversee the evaluation of the Board.
6. At the request of the Compensation Committee, to assist it with the evaluation of Management.
7. To review Welltower's performance with respect to Welltower's Corporate Social Responsibility Report and environmental sustainability practices.

## D. RESPONSIBILITIES

In furthering its objectives, the Committee shall:

1. Develop, recommend to the Board and periodically review the process and the criteria by which Board nominees shall be identified and selected. This process shall at a minimum:
  - reflect the minimum qualifications that in the view of the Committee are required for membership on the Board which may include the requisite education, experience, leadership skills, intelligence, independence, fairness, reasoning ability, practical wisdom and vision to exercise sound business judgment, personal and professional ethics, strength of character, integrity and values and the ability to commit sufficient time and attention to the activities of the Board;
  - reflect any additional qualifications that in the view of the Committee are required of one or more members of the Board;
  - provide for the consideration of the qualifications, performance and contributions of incumbent Board members who consent to re-election;
  - provide for the identification and evaluation of potential nominees for positions for which the Committee does not select qualified incumbents for re-election; and
  - provide for appropriate documentation of the nominations process.
2. Develop, recommend to the Board and periodically review a policy regarding consideration of Board nominees who are recommended by shareholders of Welltower. This policy shall:
  - state that the Committee will consider candidates nominated by shareholders of Welltower; and
  - contain any other elements that the Committee deems appropriate, including requirements relating to share ownership of recommending security holders, qualifications of recommended candidates and compliance with procedures for submission of recommendations.
3. Adopt procedures for the submission of shareholder nominating recommendations to the Committee, consistent with the policy adopted by the Board. These procedures shall at a minimum include requirements and specifications relating to:
  - the timing for submission of recommendations;
  - the manner of submission of recommendations;
  - information required to be provided concerning the recommending shareholder;
  - information required to be provided concerning the proposed nominee;

- the consent of the proposed nominee to be contacted and interviewed by the Committee; and
  - the consent of the proposed nominee to serve if nominated and elected.
4. Identify, review the qualifications of, and interview potential candidates to fill Board positions.
  5. Review each Board member's suitability for continued service as a director.
  6. Select the nominees to stand for election at each annual meeting of shareholders and the nominees to fill vacancies or newly created positions on the Board.
  7. Oversee the evaluation of the effectiveness and performance of the Board, and, if requested by the Compensation Committee, Management. The Board evaluation shall include a review of the performance of the Board, the conduct of its business and the relationship between the Board and Management.
  8. Review annually with the Board the size and composition of the Board, and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills and diversity.
  9. Review and recommend Board committee assignments and rotations.
  10. Develop, recommend to the Board and periodically review Welltower's Corporate Governance Guidelines and Code of Business Conduct and Ethics, which guidelines and code should address, among other things, those subjects required by the rules of the NYSE.
  11. Monitor developments related to corporate governance issues.
  12. Conduct an annual review of the performance of the Committee, and develop a procedure for conducting such review.
  13. Review environmental sustainability issues and Welltower's environmental sustainability practices.
  14. Monitor the functioning of the Board and the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
  15. Promptly report to the Board the result of its meetings and actions.
  16. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
  17. Develop a succession plan for the Chief Executive Officer.

## E. AUTHORITY

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
2. The Committee may form and delegate authority to subcommittees when appropriate.
3. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors and may request any officer or employee of Welltower or Welltower's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
4. The Committee shall perform such other functions as it may be delegated by either the Board or required by the rules of the Securities and Exchange Commission or the NYSE.
5. If Welltower is legally required by contract or otherwise to provide any third party with the ability to nominate a director to the Board (e.g., preferred stock rights to elect directors upon the failure to timely pay dividends), the selection and nomination of such director will not be subject to the requirements set forth in this Charter.

*Reviewed and Approved by the Nominating/Corporate Governance Committee of the Board of Directors of Welltower Inc. October 23, 2017.*