

COMPENSATION COMMITTEE CHARTER

A. ORGANIZATION AND QUALIFICATIONS

There shall be a standing committee of the Board of Directors of Welltower Inc. (“Welltower”) to be known as the Compensation Committee (the “Committee”). The membership of the Committee shall be comprised of at least three members of the Board of Directors. No director of Welltower shall be eligible to serve on the Committee unless he or she is independent as defined by New York Stock Exchange (“NYSE”) Rule 303A.02(a) and (b) a non-employee director as defined by Rule 16b-3 of the Securities Exchange Act of 1934 (the “Exchange Act”). A director may also be an “outside” director as defined by Section 162(m) of the Internal Revenue Code, but such status is not required to serve as a member of the Committee. The Board of Directors shall designate the members and the Chair of the Committee, upon the recommendation of the Nominating/Corporate Governance Committee. The members of the Committee shall be knowledgeable and experienced in executive compensation matters. 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 as often as it determines is necessary to fulfill its responsibilities. The Committee shall keep a record of its actions and proceedings and report regularly to the Board of Directors regarding its activities.

B. PURPOSES

The purposes of the Committee are to:

1. Assist the Board of Directors in discharging the Board’s responsibilities relating to compensation of Welltower’s executives (including all officers within the meaning of Section 16a-1(f) promulgated under the Exchange Act, the “Executives”) and directors, including making decisions regarding grants and achievement of performance objectives for Executives under Welltower’s cash-based and stock-based incentive compensation plans.
2. Review Welltower’s stock compensation plans and recommend revisions to plans and new plans to the Board for approval as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans (including the authority to add additional shares or adopt such other amendments to any of Welltower’s stock compensation plans, subject to any required approval of Welltower’s stockholders).
3. Review and discuss with management the Compensation Discussion & Analysis Report (the “CD&A”) and related disclosures that Securities and Exchange Commission (“SEC”) rules and regulations, as they may be amended from time to time, require be included in the Company’s annual report and proxy statement.
4. Recommend to the Board based on the review and discussion with management the form of CD&A to be included in Welltower’s Proxy Statement and Annual Report on Form 10-

K, and prepare the compensation committee report required by SEC rules and regulations for inclusion in the Company's Proxy Statement and Annual Report.

5. Perform any other activities consistent with this Charter, Welltower's By-Laws and governing law as the Committee or the Board deems necessary or appropriate.

C. AUTHORITY AND RESPONSIBILITIES

The Committee's authority and responsibilities shall include the following:

1. Review Welltower's compensation philosophy to ensure that the management team is rewarded appropriately for their contributions to growth and profitability and that the executive compensation strategy supports Welltower's objectives and stockholder interests.
2. Review and approve at least annually the performance measures and goals relevant to the compensation of Welltower's Chief Executive Officer ("CEO"), evaluate the CEO's performance in connection with the Board in light of these goals and objectives, and determine the CEO's compensation based on this evaluation.
 - In determining the long-term incentive component of the CEO's compensation, the Committee shall consider all relevant factors, including Welltower's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to Welltower's CEO in past years.
3. Review and approve at least annually the performance measures and goals relevant to the compensation of Welltower's Executives other than the CEO, oversee the evaluation of these Executives in consultation with the Board in light of these goals and objectives, and review and approve at least annually the compensation of these Executives.
4. Approve the granting of any stock grants under Welltower's stock compensation plans and programs pursuant to the terms of such plans.
5. At least annually, review with the Board matters relating to management succession, management development and a review of individual manager skills that are needed to implement Welltower's strategic plans.
6. Determine the need for and approve any employment contracts and/or change in control agreements.
7. Review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
8. Annually review compliance by Executives and directors with Welltower's stock ownership guidelines.

9. Oversee Welltower's engagement efforts with stockholders on the subject of executive compensation.
10. Conduct an annual review of the performance and effectiveness of the Committee and develop a procedure for conducting such a review.
11. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

D. AUTHORITY

1. The Committee shall have the sole authority to form and delegate authority to subcommittees when appropriate. The Committee shall also have the authority to delegate to one or more Welltower officers or employees such power and authority held by the Committee as the Committee deems appropriate; provided, however, that the Committee shall not delegate to any employee any power or authority required by any law, regulation or listing standard be exercised by the Committee.
2. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other advisor.
3. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee.
4. The Committee shall receive appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or any other advisor retained by the Committee.
5. The Committee may receive advice from a compensation consultant, legal counsel or other advisor only after taking into consideration all factors relevant to that person's independence from management, including the following:
 - Any services provided to Welltower by the person that employs the compensation consultant, legal counsel or other advisor;
 - The amount of fees received from Welltower by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenues of such person;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;

- Any stock of Welltower owned by the compensation consultant, legal counsel or other advisor; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an Executive of Welltower.
6. Without limiting the foregoing, the Committee shall have the sole authority to (a) retain any consulting firm for the purpose of assisting in the evaluation of compensation of Welltower's CEO and other Executives, (b) approve such firm's fees and other retention terms, and (c) terminate any such relationship.
 7. The Committee shall have the sole authority to perform such other functions as it may be delegated by the Board or which it is required to exercise under applicable law, including rules issued by the Securities and Exchange Commission or the NYSE.

*Reviewed and Approved by the Board of Directors of Welltower Inc.
February 8, 2018*