

Environmental, Social and Governance Steering Committee Charter

Purpose:

The primary purpose of the Environmental Social and Governance Steering Committee (“ESG Committee”) is to support Welltower Inc.’s (the “Company”) on-going commitment to environmental, health and safety, corporate social responsibility, human capital (including diversity and inclusion), corporate governance, sustainability, and other public policy matters relevant to the Company (collectively “ESG Matters”). The ESG Committee is a cross-functional committee of the Company that will assist the Leadership Team of the Company regarding ESG Matters.

Duties and Responsibilities:

- a. Assist in setting the Company’s general strategy with respect to ESG Matters that may affect the business, operations, performance or reputation of the Company or are otherwise significant to the Company and its stakeholders, and consider and recommend policies, procedures, goals, practices, and disclosures that conform with the strategy and best practices.
- b. Identify ESG risks and strategic opportunities for the Company; make recommendations regarding these ESG matters to the Leadership Team.
- c. Advise the Company on stockholder proposals and other significant stakeholder concerns relating to ESG Matters.
- d. Assist in the Board’s oversight of the Company’s business risks with respect to ESG Matters, including through coordination with the Company’s Enterprise Risk Management Committee.
- e. Review and support integration of ESG systems to monitor, verify and report ESG Matters, including but not limited to, the sustainability performance of the Company’s properties.
- f. Coordinate the review by the Disclosure Committee and Internal Audit of internal and external communications, as deemed appropriate, related to the Company’s ESG performance, including press releases and social media.
- g. Comply with the guidance of the Securities and Exchange Commission (the “SEC”), other regulatory bodies and the Disclosure Committee in connection with internal and external communications, reports, filings and controls regarding the Company’s position or approach to ESG Matters, including the Company’s corporate social responsibility and sustainability reporting.
- h. Assist the Disclosure Committee with the Disclosure Committee’s oversight of any ongoing reporting related to the Company’s Green Bond(s), any other ESG financial products, and any ESG related disclosure in the Company’s SEC filings (or referenced therein).
- i. Review the Company’s performance under applicable ESG ratings.
- j. Review and assess the Charter annually and recommend any proposed changes to the Chief Executive Officer and the Executive Vice President and General Counsel, either of whom shall have the authority to amend the Charter.
- k. Perform such duties, tasks, and responsibilities relevant to the purpose of the ESG Committee as may from time to time be requested.

Co-Chairs and Board Oversight:

The Co-Chairs shall be the Chief Executive Officer and the AVP, Capital Markets & ESG of the Company. The Nominating/Corporate Governance Committee of the Board the (“NCGC”) shall have oversight responsibility of the ESG Committee.

Reporting and Delegations:

The Co-Chairs or their delegate(s) shall make regular reports to the NCGC, the Leadership Team and the Board. The Co-Chairs may delegate the ESG Committee duties and responsibilities (or a subset thereof) to one or more members of the ESG Committee. The ESG Committee shall have the authority to retain outside advisors as it deems necessary to carry out its responsibilities.

Meetings:

The ESG Committee shall meet quarterly and on occasion as deemed necessary or appropriate. Meetings of the ESG Committee may be held in person or by means of telephone conference or other communications equipment. Neither any individual member nor a percentage of members of the ESG Committee shall be required to attend any meeting. The Co-Chairs are authorized to determine the ESG Committee members who should attend any quarterly or other meetings.

Committee Actions:

Determinations of the ESG Committee shall be made upon the approval of the Co-Chairs, following receipt of input from the other ESG Committee members.

Committee Members:

The ESG Committee shall include the Co-Chairs, the General Counsel & Corporate Secretary, the Chief Financial Officer, the Company employees responsible for the environmental, social and governance areas of ESG, and such other employees whom the Co-Chairs deem appropriate, taking into account such employees’ expertise in relevant and varied disciplines.

Reviewed and Approved by the Nominating/Corporate Governance Committee of Welltower Inc. on February 23, 2023