

Business Update

October 2020

welltower

Forward Looking Statements

This document contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. When Welltower uses words such as “may,” “will,” “intend,” “should,” “believe,” “expect,” “anticipate,” “project,” “pro forma,” “estimate” or similar expressions that do not relate solely to historical matters, Welltower is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause Welltower’s actual results to differ materially from Welltower’s expectations discussed in the forward-looking statements. This may be a result of various factors, including, but not limited to: the duration and scope of the COVID-19 pandemic; the impact of the COVID-19 pandemic on occupancy rates and on the operations of Welltower and its operators/tenants; actions governments take in response to the COVID-19 pandemic, including the introduction of public health measures and other regulations affecting Welltower’s properties and the operations of Welltower and its operators/tenants; the effects of health and safety measures adopted by Welltower and its operators/tenants related to the COVID-19 pandemic; increased operational costs as a result of health and safety measures related to COVID-19; the impact of the COVID-19 pandemic on the business and financial condition of operators/tenants and their ability to make payments to Welltower; disruptions to Welltower’s property acquisition and disposition activity due to economic uncertainty caused by COVID-19; general economic uncertainty in key markets as a result of the COVID-19 pandemic and a worsening of global economic conditions or low levels of economic growth; the status of capital markets, including availability and cost of capital; uncertainty from the expected discontinuance of LIBOR and the transition to any other interest rate benchmark; issues facing the health care industry, including compliance with, and changes to, regulations and payment policies, responding to government investigations and punitive settlements and operators’/tenants’ difficulty in cost effectively obtaining and maintaining adequate liability and other insurance; changes in financing terms; competition within the health care and seniors housing industries; negative developments in the operating results or financial condition of operators/tenants, including, but not limited to, their ability to pay rent and repay loans; Welltower’s ability to transition or sell properties with profitable results; the failure to make new investments or acquisitions as and when anticipated; natural disasters and other acts of God affecting Welltower’s properties; Welltower’s ability to re-lease space at similar rates as vacancies occur; Welltower’s ability to timely reinvest sale proceeds at similar rates to assets sold; operator/tenant or joint venture partner bankruptcies or insolvencies; the cooperation of joint venture partners; government regulations affecting Medicare and Medicaid reimbursement rates and operational requirements; liability or contract claims by or against operators/tenants; unanticipated difficulties and/or expenditures relating to future investments or acquisitions; environmental laws affecting Welltower’s properties; changes in rules or practices governing Welltower’s financial reporting; the movement of U.S. and foreign currency exchange rates; Welltower’s ability to maintain Welltower’s qualification as a REIT; key management personnel recruitment and retention; the impact of our senior leadership transition; and other risks described in Welltower’s reports filed from time to time with the SEC. Finally, Welltower undertakes no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events or otherwise, or to update the reasons why actual results could differ from those projected in any forward-looking statements.

Developments since previous update (September 15, 2020)

Management Transition

- Shankh Mitra named Chief Executive Officer of Welltower and will retain his title of Chief Investment Officer. Mr. Mitra had previously held the titles of Vice Chair, COO & CIO
- Kenneth J. Bacon named Chairman of the Board of Directors of Welltower. Mr. Bacon has served as an independent director of Welltower since 2016

Seniors Housing Operating (SHO) Portfolio Update

- Total SHO portfolio occupancy declined approximately 30bps during September to approximately 78.4% as of September 30, 2020
- **Experienced consecutive occupancy increases during the last two weeks of September, marking the first period of back-to-back gains since the start of the pandemic**
- Total SHO portfolio occupancy declined approximately 150bps during the third quarter from approximately 79.9% to 78.4% as compared to our outlook of -125bps to -175bps

Recent Disposition Activity and Liquidity Update

- **Since previous update, announced seniors housing and outpatient medical dispositions totaling approximately \$1.3 billion in gross value⁽¹⁾.** Highlights include:
 - 11 asset seniors housing portfolio for \$702 million in value at cap rate of 5.1% on March TTM NOI and 3.6% on August annualized NOI or, approximately \$466,000 per unit
 - 6 asset seniors housing portfolio for \$200 million in value at cap rate of 4.9% on March TTM NOI or, approximately \$395,000 per unit
 - 20 asset outpatient medical portfolio spanning 1.0 million square feet for \$402 million in value in transaction with Invesco Real Estate building on the existing partnership
- **Enhanced near-term available liquidity to \$5.3 billion⁽²⁾ as of October 5, 2020** following completion of recent dispositions, as compared to \$4.3 billion as of August 31, 2020
 - Current cash balances total approximately \$2.2 billion⁽³⁾; revolving credit facility is undrawn with capacity of \$3.0 billion

Genesis Update

- **Genesis is current on all financial obligations to Welltower through September**
- As a result of Genesis noting substantial doubt as to their ability to continue as a going concern in the second quarter of 2020, Welltower is revising its method of revenue recognition to a cash-basis accounting method from a straight-line accounting method, starting with the quarter ending September 30, 2020. The elimination of straight-line recognition will have an approximately \$2.2 million impact on normalized Funds From Operations (FFO) in the third quarter

1. For additional transaction details, please refer to slide 15 of the presentation

2. Includes \$131 million in expected proceeds from the second tranche of the announced outpatient medical disposition, \$25 million from expected exercise of ROFR on two properties, adjusted for expected proceeds related to the announced \$200 million seniors housing portfolio sale which is under contract and expected to close in the first week of October 2020

3. Estimated cash balance of \$2.0 billion as of October 5, 2020, including cash and cash equivalents and IRC Section 1031 deposits as of September 30, 2020 and adjusted for expected proceeds related to the announced \$200 million seniors housing portfolio sale which is under contract and expected to close in the first week of October 2020

Welltower at a Glance

World's Largest Health and Wellness Real Estate Platform

~1,300
Senior Living
Communities⁽¹⁾

~23M sq. ft.
of Outpatient
Facilities⁽¹⁾

MEMBER OF
Dow Jones
Sustainability Indices
In Collaboration with RobecoSAM



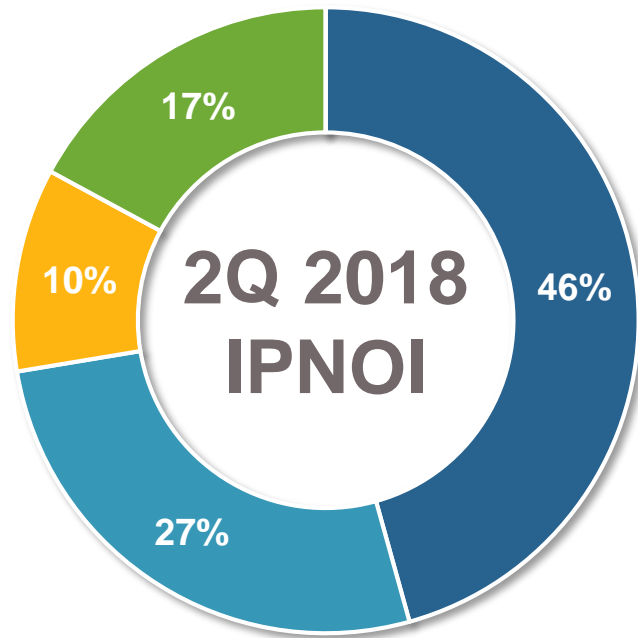
S&P 500

Baa1
MOODY'S

BBB+
S&P Global

BBB+
Fitch Ratings

Portfolio Composition⁽¹⁾



■ Seniors Housing Operating ■ Seniors Housing Triple-Net ■ Long-Term / Post-Acute Care ■ Outpatient Medical ■ Health System

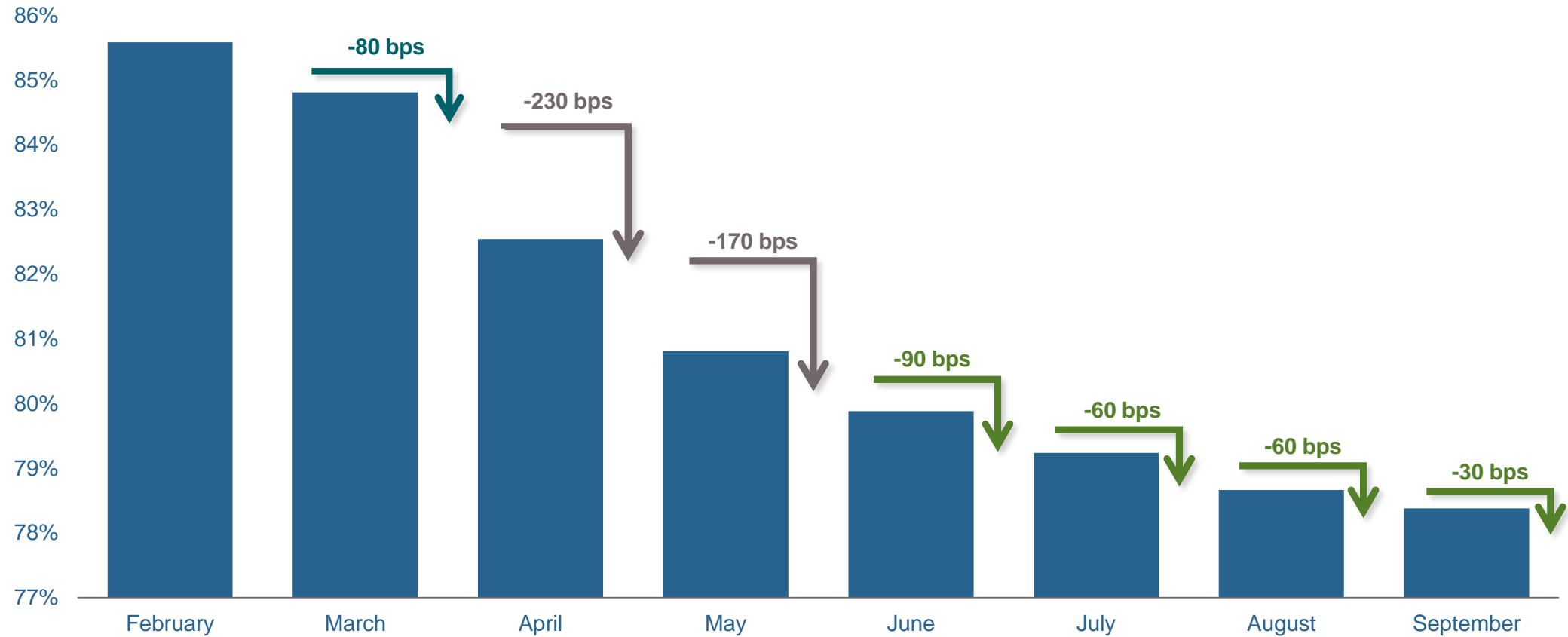
1. Based on In-Place NOI. See Supplemental Financial Measures at the end of this presentation for reconciliations



Seniors Housing Operating & Triple-Net Portfolio Update

SHO Portfolio | COVID-19 Impact

Total SHO Portfolio Month-End Occupancy^(1,2)

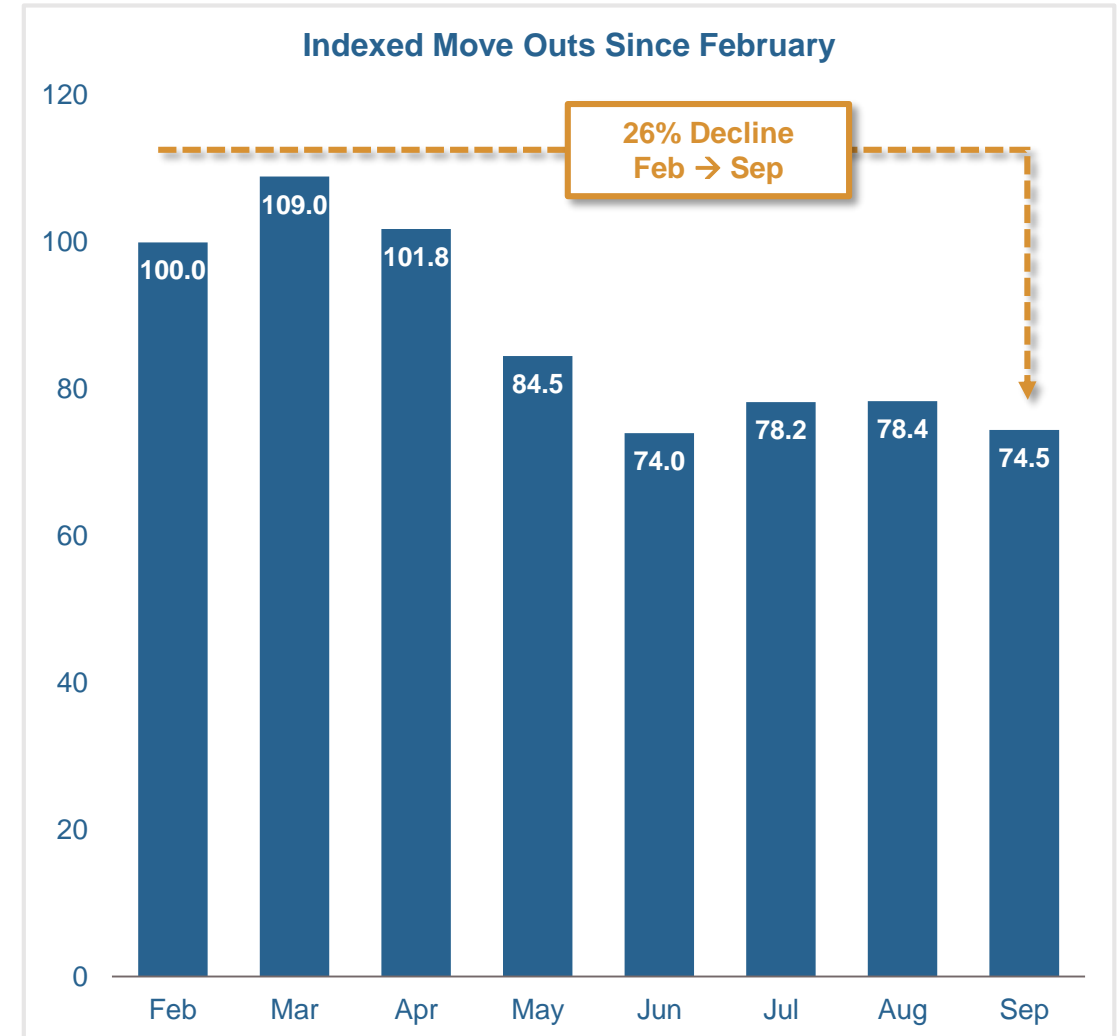
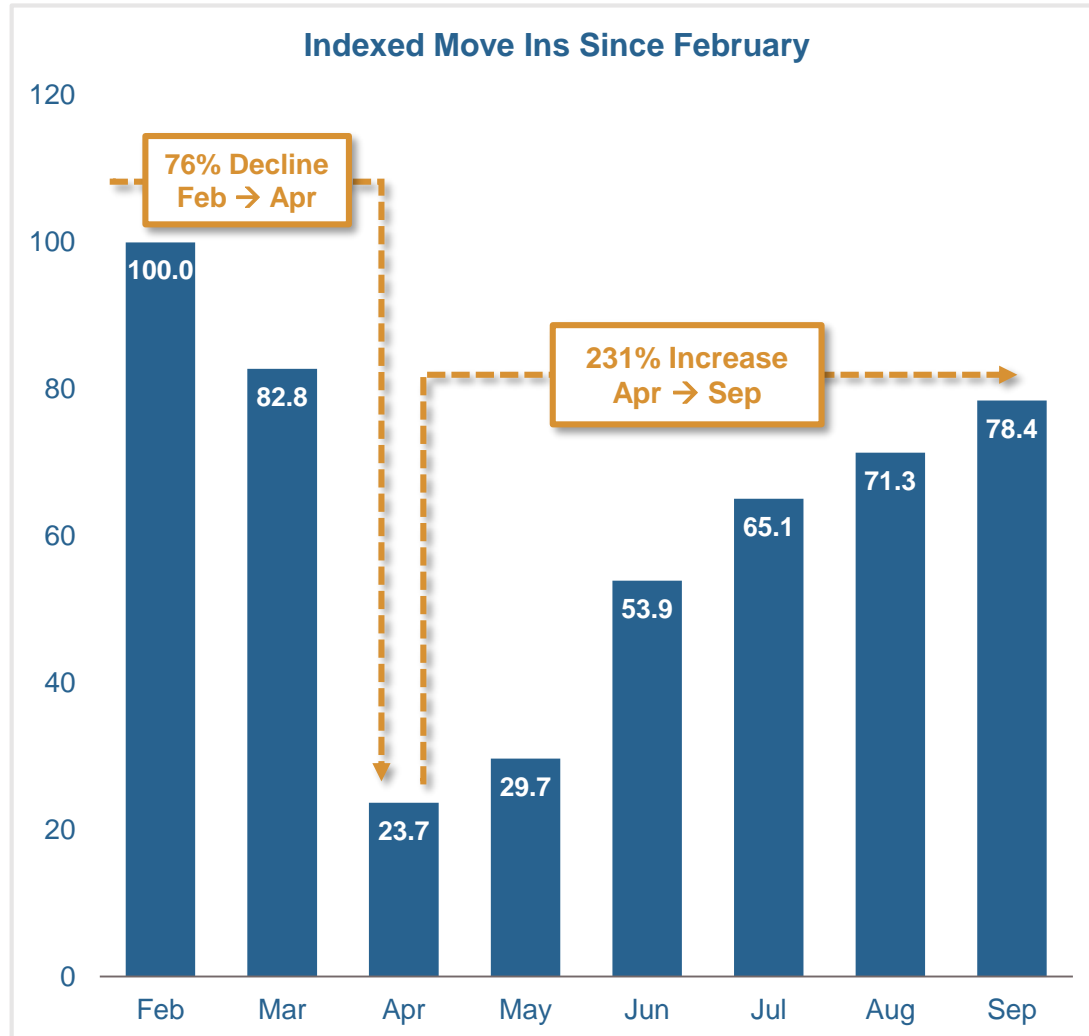


1. Occupancy represents approximate month end occupancy for all SHO properties in operation as of February 29, 2020, excluding only acquisitions, executed dispositions and development conversions since this date.

Approximate month end spot occupancy is as follows: February – 85.6%; March – 84.8%; April – 82.5%; May – 80.8%; June – 79.9%; July – 79.2%; August – 78.7%; September – 78.4%

2. Variances from prior 3Q business updates are due to the impact of portfolio dispositions and/or rounding, specifically the removal of properties in the SHO Portfolio I and SHO Portfolio II dispositions described on slide 15. If these properties had not been removed, monthly occupancy changes in 3Q would have been -66bps in July, -59bps in August, and -29bps in September versus the declines of -64bps, -58bps, and -29bps represented above

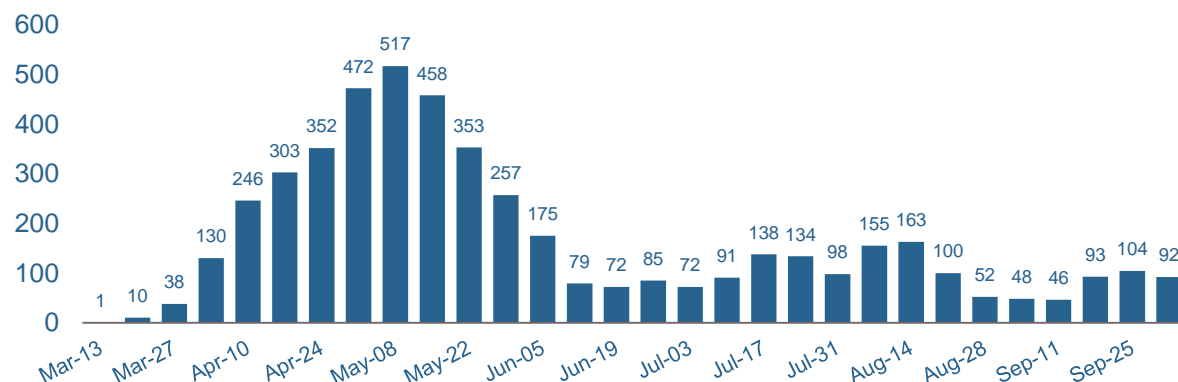
SHO Portfolio | Move Ins & Move Outs⁽¹⁾



1. August Move Ins & Move Outs have been updated since September 15, 2020 to reflect final data received from operators. September Move Ins & Move Outs represent preliminary data as reported by operators. Slight variances from prior updates due to impact of recently announced portfolio dispositions

SHO Portfolio | COVID-19 Impact⁽¹⁾

Resident COVID-19 Cases – Trailing Two Weeks

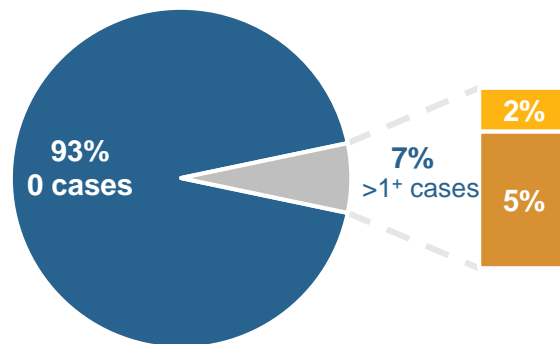


Properties with COVID-19 Cases – Trailing Two Weeks

93% of Properties Have Zero Reported Cases

Properties with:

- 0 cases : 526
- 1-2 cases : 29
- 3+ cases : 8



COVID-19 Impact

- **96% of communities are currently accepting new residents**, consistent with August 31, 2020 and July 31, 2020
- **82% decline in trailing two-week COVID case count** since peak in early-May 2020
- **93% of communities have zero reported COVID cases** on a TTW basis

Operator Response

- Elevated cleaning and social distancing protocols remain in place to protect residents and staff
- Stringent move in and visitation procedures have been implemented to safeguard communities
- In virtually all cases, new residents are tested for COVID-19 prior to move in and self-quarantined for 14 days

1. All data as of October 2, 2020

Triple-Net Portfolio Update

98% of rent due in 3Q20 collected in Triple-Net portfolio

	Triple-Net Coverages ⁽¹⁾			Operations	Financials
		1Q20	2Q20		
SH NNN	EBITDAR	1.03x	1.04x	Recent operational headwinds comparable to those experienced within the SHO portfolio	Near-term pressure on coverage ratios is expected as fundamental performance is anticipated to track that of SHO portfolio
	EBITDARM	1.19x	1.20x		
LT/PAC	EBITDAR	1.17x	1.13x	Majority of occupancy decline attributable to COVID-related move outs, admissions bans, and bans of elective medical procedures in acute care hospitals	Decline in operating margins resulting from challenges to payor mix and labor pressures Coverage inclusive of government support Genesis: revising revenue recognition to a cash-basis accounting method from a straight-line accounting method beginning 3Q2020
	EBITDARM	1.47x	1.43x		
Health System	EBITDAR	2.14x	2.13x	ProMedica experiencing similar fundamental trends as those recently witnessed in the broader seniors housing and post-acute care space	Rent current through October Coverage inclusive of government support
	EBITDARM	2.84x	2.75x		

1. Represents trailing twelve-month coverage metrics reported on a one-quarter lag for the stable portfolio. Please see our 1Q20 and 2Q20 Supplemental for further information on EBITDAR and EBITDARM coverage

Welltower Support & Collaboration



COVID Testing

- Welltower continues to support its operators by identifying local, regional and national testing solutions to complement efforts made with local health system and health department testing resources
- Over 195,000 tests for residents and staff have been conducted in Welltower communities, as of September 30, 2020
- We continue to access the expertise of our partners at UCSF and Johns Hopkins to support our operators as they seek guidance related to testing matters



Personal Protective Equipment

Distributed approximately 1.7M units of PPE to over 25 senior housing and post-acute operators and three health systems



UCSF Clinical Innovation Center

Building on our 2+ year collaboration, we are leveraging UCSF to support our operators through the COVID Pandemic



Welltower Operator Forum

Welltower has hosted weekly sessions to provide best practice guidance on topics including testing, inter-facility transfers, use of PPE, therapeutics and the vaccine pipeline





Outpatient Medical Portfolio Update

Outpatient Medical | Update

Operations

- 93.6% portfolio occupancy at September 30, 2020
- All buildings are open and operating with enhanced maintenance and cleaning protocols

Financial

- Approximately 99% of cash rent due in September has been collected or had deferral requests approved by WELL
 - Deferred rent is generally expected to be collected by year-end 2020
 - 99% repayment rate of deferral plans billed to date
 - No abatements have been provided to date
- Tenant retention remains above historical averages, achieving a rate of approximately 87% year-to-date
- New leasing velocity continues to be uneven due to COVID impact





Recent Transactions & Balance Sheet Update

Recent Dispositions Total \$1.3 Billion in Value

Highlights⁽¹⁾

- \$702 million portfolio of seniors housing operating assets at a cap rate of 5.1% on March 2020 TTM NOI and 3.6% on August 2020 annualized NOI
- \$200 million portfolio of seniors housing operating assets at a cap rate of 4.9% on March 2020 TTM NOI
- \$427 million portfolio of outpatient medical assets

- ✓ Strong demand persists for Welltower's high-quality assets through COVID-19 pandemic
- ✓ Recent transactions reflect minimal valuation change for Welltower assets from pre-COVID levels
- ✓ Abundant opportunities for deployment of recent sales proceeds to create meaningful shareholder value

Seniors Housing Operating Portfolio Dispositions

Outpatient Medical Disposition

Portfolio Details

- **Portfolio 1: \$702 million transaction price** for 11 SHO communities comprising 1,508 units across California, Washington, and Nevada, **represents valuation of \$466,000/unit**
 - WELL's previous ownership in portfolio was 80%
 - Recent transaction price represents just a 5% decline in valuation as compared to pre-COVID levels (detailed in WELL's fourth quarter earnings release dated February 12, 2020)
 - Assets carry an average age of 12 years with average monthly REVPOF of \$5,204
- **Portfolio 2: \$200 million transaction price** for six SHO communities comprising 507 units in Massachusetts, **represents valuation of \$395,000/unit**
 - WELL's ownership in portfolio reduced from 95% to 20%
 - Assets carry an average age of 19 years with average monthly REVPOF of \$7,519

Pro Rata Proceeds

- **Portfolio 1: \$584 million⁽²⁾**
- **Portfolio 2: \$157 million⁽³⁾**

Closing Timeline

- Portfolio 1: closed mid-September 2020
- Portfolio 2: expected to close October 2020

- **\$402 million transaction price** for 20 OM buildings totaling 1.0 million square feet across five states, **represents valuation of approximately \$400 per square foot**
 - WELL to retain 15% interest and retain property and asset management responsibilities
 - Transaction is a follow-on to the previously announced \$850 million joint venture with Invesco spanning 35 OM buildings and 2.6 million square feet which closed in 1H2020
 - Assets carry an average age of 16 years with a weighted average lease term of 7 years
 - Health system leases comprise 45% of assets
 - **Additional \$25 million of proceeds expected from exercise of right of first refusal (ROFR) on two assets**

- **Invesco Joint Venture: \$341 million⁽⁴⁾**
- **ROFR Properties: Pro rata proceeds to WELL = \$25 million**

- First tranche consisting of 13 OM assets closed in late-September 2020 for \$221 million in pro rata proceeds to WELL; second tranche consisting of seven OM assets expected to close in 4Q2020 for \$120 million in pro rata proceeds to WELL
- Assets with expected exercise of ROFRs anticipated to close in 4Q2020 for \$25 million in gross proceeds to WELL

1. Reflects at 100% ownership
 2. Adjusted for WELL's pro rata ownership and repayment of joint venture related debt
 3. Net of a retained 20% ownership in the portfolio and repayment of joint venture related debt
 4. Net of a retained 15% ownership in the portfolio

Balance Sheet & Investment Highlights

Year-to Date 2020 Update

- **Enhanced near-term available liquidity to \$5.3 billion⁽¹⁾**
 - Current cash balances total approximately \$2.2 billion⁽²⁾; revolving credit facility is undrawn with capacity of \$3.0 billion
- Since July 1, 2020, extinguished \$860 million of debt, including \$426 million in unsecured bonds due 2023 and 2024, \$140 million pay down of the term loan due 2022, and \$293 million of secured debt
- Completed approximately **\$3.1 billion in closed pro rata dispositions year-to-date at a yield of 5.4%**

Weighted Average Debt Maturity of 7.6 Years⁽³⁾

No material unsecured bond maturities before March 2023



2Q20 Key Leverage Metrics⁽⁴⁾

Total Debt / Total Assets	43.86%
Secured Debt / Total Assets	7.90%
Net Debt to Adjusted EBITDA (T3M)	6.36x
Adjusted Fixed Charge Coverage (TTM)	3.74x

1. Includes \$131 million in expected proceeds from the second tranche of the announced outpatient medical disposition, \$25 million from expected exercise of ROFR on two properties, adjusted for expected proceeds related to the announced \$200 million seniors housing portfolio sale which is under contract and expected to close in the first week of October 2020
2. Estimated cash balance of \$2.0 billion as of October 5, 2020, including cash and cash equivalents and IRC Section 1031 deposits as of September 30, 2020 and adjusted for expected proceeds related to the announced \$200 million seniors housing portfolio sale which is under contract and expected to close in the first week of October 2020
3. Represents June 30, 2020 data with pro forma adjustments to reflect the July 1, 2020 extinguishment of \$160,872,000 of our 3.75% Senior Notes due March 2023 and \$265,376,000 of our 3.95% Senior Notes due September 2023 as well as the July 2, 2020 repayment of \$140,000,000 on our term loan as if both transactions had occurred on June 30, 2020
4. Please see our 2Q20 Supplemental for a discussion and reconciliation of Supplemental Reporting Measures

Supplemental Financial Measures

Non-GAAP Financial Measures

We believe that revenues, net income and net income attributable to common stockholders ("NICS"), as defined by U.S. generally accepted accounting principles ("U.S. GAAP"), are the most appropriate earnings measurements. However, we consider Net Operating Income ("NOI"), In-Place NOI ("IPNOI") and Revenues per Occupied Room ("REVPOR") to be useful supplemental measures of our operating performance. The supplemental measures are disclosed on our pro rata ownership basis.

Pro rata amounts are derived by reducing consolidated amounts for minority partners' noncontrolling ownership interests and adding our minority ownership share of unconsolidated amounts. We do not control unconsolidated investments. While we consider pro rata disclosures useful, they may not accurately depict the legal and economic implications of our joint venture arrangements and should be used with caution.

Our supplemental reporting measures and similarly entitled financial measures are widely used by investors, equity and debt analysts and rating agencies in the valuation, comparison, rating and investment recommendations of companies. Our management uses these financial measures to facilitate internal and external comparisons to historical operating results and in making operating decisions. Additionally, these measures are utilized by the Board of Directors to evaluate management.

None of the supplemental reporting measures represent net income or cash flow provided from operating activities as determined in accordance with U.S. GAAP and should not be considered as alternative measures of profitability or liquidity. Finally, the supplemental reporting measures, as defined by us, may not be comparable to similarly entitled items reported by other real estate investment trusts or other companies. Multi-period amounts may not equal the sum of the individual quarterly amounts due to rounding.

NOI, IPNOI & REVPOR

We define NOI as total revenues, including tenant reimbursements, less property operating expenses. Property operating expenses represent costs associated with managing, maintaining and servicing tenants for our properties. These expenses include, but are not limited to, property-related payroll and benefits, property management fees paid to operators, marketing, housekeeping, food service, maintenance, utilities, property taxes and insurance. General and administrative expenses represent costs unrelated to property operations and transaction costs. These expenses include, but are not limited to, payroll and benefits, professional services, office expenses and depreciation of corporate fixed assets.

IPNOI represents NOI excluding interest income, other income and non-IPNOI and adjusted for timing of current quarter portfolio changes such as acquisitions, development conversions, segment transitions, dispositions and investments held for sale.

REVPOR represents the average revenues generated per occupied room per month at our seniors housing operating properties. It is calculated as our pro rata version of total resident fees and services revenues from the income statement divided by average monthly occupied room days. We use REVPOR to evaluate the revenue-generating capacity and profit potential of our seniors housing operating portfolio independent of fluctuating occupancy rates. It is also used in comparison against industry and competitor statistics, if known, to evaluate the quality of our seniors housing operating portfolio.

We believe NOI, IPNOI and REVPOR provide investors relevant and useful information because they measure the operating performance of our properties at the property level on an unleveraged basis. We use these metrics to make decisions about resource allocations and to assess the property level performance of our properties.

In-Place NOI Reconciliations

(dollars in thousands)

	2Q20	2Q18
Net income (loss)	\$ 159,216	\$ 167,273
Loss (gain) on real estate dispositions, net	(155,863)	(10,755)
Loss (income) from unconsolidated entities	(1,332)	(1,249)
Income tax expense (benefit)	2,233	3,841
Other expenses	19,411	10,058
Impairment of assets	75,151	4,632
Provision for loan losses	1,422	—
Loss (gain) on extinguishment of debt, net	249	299
Loss (gain) on derivatives and financial instruments, net	1,434	(7,460)
General and administrative expenses	34,062	32,831
Depreciation and amortization	265,371	236,275
Interest expense	126,357	121,416
Consolidated net operating income	527,711	557,161
NOI attributable to unconsolidated investments ⁽¹⁾	20,871	21,725
NOI attributable to noncontrolling interests ⁽²⁾	(30,369)	(30,962)
Pro rata net operating income (NOI)	\$ 518,213	\$ 547,924
Adjust:		
Interest income	\$ (16,069)	\$ (13,462)
Other income	(6,518)	(15,383)
Sold / held for sale	(11,194)	(13,851)
Developments / land	756	262
Non In-Place NOI ⁽³⁾	(23,724)	(10,402)
Timing adjustments ⁽⁴⁾	856	1,567
In-Place NOI	462,320	496,655
Annualized In-Place NOI	\$ 1,849,280	\$ 1,986,620

In-Place NOI by property type	2Q20	% of Total
Seniors Housing Operating	\$ 669,332	36 %
Seniors Housing Triple-Net	401,644	22 %
Outpatient Medical	455,304	24 %
Health System	143,200	8 %
Long-Term/Post-Acute Care	179,800	10 %
Total In-Place NOI	\$ 1,849,280	100 %

In-Place NOI by property type	2Q18	% of Total
Seniors Housing Operating	\$ 907,492	46 %
Seniors Housing Triple-Net	530,360	27 %
Outpatient Medical	339,900	17 %
Long-Term/Post-Acute Care	208,868	10 %
Total In-Place NOI	\$ 1,986,620	100 %

(1) Represents Welltower's interest in joint ventures where Welltower is the minority partner

(2) Represents minority partner's interest in joint ventures where Welltower is the majority partner

(3) Primarily represents non-cash NOI

(4) Represents timing adjustments for current quarter acquisitions, construction conversions and segment or operator transitions

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