

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 and an “outside” director as defined by Section 162(m) of the Internal Revenue Code. The Board of Directors shall annually designate the members and the Chair of the 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 required, but in no event less than once per year. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board of Directors.

B. PURPOSES

The purposes of the Committee are to:

1. Discharge the Board’s responsibilities relating to compensation of Welltower’s executives and directors.
2. Review and discuss with management the Compensation Discussion & Analysis Report (the “CD&A”).
3. Recommend that the CD&A be included in Welltower’s Proxy Statement and Annual Report on Form 10-K.

C. RESPONSIBILITIES

In furthering its objectives, the Committee shall:

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 executive officers other than the CEO, oversee the evaluation of these officers 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. Review Welltower's incentive-compensation plans and equity-based plans, approve for submission to stockholders, as necessary, any changes to such plans, and administer such plans in a manner consistent with their terms.
5. Review and discuss the CD&A with management and based on such review, recommend to the Board of Directors that the CD&A be included in Welltower's Proxy Statement and Annual Report on Form 10-K in accordance with applicable rules and regulations.
6. Review with the CEO matters relating to management succession, management development and a review of individual manager skills that are needed to implement Welltower's strategic plans.
7. Determine the need for and approve any employment contracts and/or change in control agreements.
8. Conduct an annual review of the performance and effectiveness of the Committee and develop a procedure for conducting such a review.
9. Promptly report to the Board the result of its meetings and actions.
10. 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.
2. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a 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. Welltower shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or

any other advisor retained by the Committee.

5. The Committee may select a compensation consultant, legal counsel or other advisor to the Committee 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;
 - Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of Welltower; and
 - Any other factors identified by the NYSE.
6. Without limiting the foregoing, the Committee shall have the sole authority to (a) retain and terminate any consulting firm for the purpose of assisting in the evaluation of compensation of Welltower's CEO and other executive officers and (b) approve such firm's fees and other retention terms.
7. The Committee shall have the sole authority to perform such other functions as it may be delegated by either the Board or by Securities and Exchange Commission or NYSE rules.

Reviewed and Approved by the Board of Directors of Welltower Inc.

May 4, 2017