

# EXECUTIVE 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 Executive Committee (the “Committee”). The Committee shall consist of at least three Board members. The Committee members shall be appointed by the Board upon the recommendation of the Nominating/Corporate Governance Committee. The Board may remove or replace any Committee member at any time with or without cause. Any vacancy on the Committee may only be filled by the Board. The Chairman of the Board shall be the chairperson of the Committee (the “Chair”), unless otherwise determined by the Board.

## B. PURPOSE

The purpose of the Committee is to assist the Board by taking actions on behalf of the Board between regular meetings of the Board.

## C. MEETINGS

The Committee will meet as often as it determines is necessary to fulfill its responsibilities. 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. A majority of the Committee members shall constitute a quorum for the transaction of business at all meetings of the Committee, and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee also may take action by unanimous written consent of its members. The Chair 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 Committee members present at a meeting shall appoint a Committee member to preside at the meeting. The Committee, in its sole discretion, may ask any director, member of Welltower’s management, or other persons to attend Committee meetings. The Chairman of the Board or the Chair of the Committee may call meetings of the Committee.

## D. AUTHORITY AND RESPONSIBILITIES

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

1. To exercise all powers of the Board, to the extent permitted by law and the Company’s By-Laws, to act upon matters between regular meetings of the Board.
2. To review and approve the Company’s investments between regular meetings of the Board.

3. To make regular reports of the Committee's activities to the Board.

## E. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any changes to this Charter that the Committee deems appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

*Approved by the Board of Directors of Welltower Inc. on February 8, 2019.*