Business Update

November 7, 2022

welltower

Forward Looking Statements and Risk Factors

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, including statements related to the anticipated transactions involving certain ProMedica assets and Funds From Operations guidance, 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 impact of the COVID-19 pandemic; uncertainty regarding the implementation and impact of the CARES Act and future stimulus or other COVID-19 relief legislation; the status of the economy; the status of capital markets, including availability and cost of capital; 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 its qualification as a REIT; key management personnel recruitment and retention; and other risks described in Welltower’s reports filed from time to time with the SEC. 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.

Recent Highlights

Transition of ProMedica Skilled Nursing Assets; Formation of New Welltower | Integra Health Joint Venture

- **ProMedica Senior Care Joint Venture**
  - ProMedica will surrender to Welltower its 15% interest in the existing 85/15 skilled nursing joint venture portfolio and provide operating reserves to replacement operators. Combined consideration totals nearly half a billion dollars
  - The existing 85/15 joint venture will continue to own 58 private-pay senior living communities with ProMedica continuing to operate the assets backed by the same guaranty
- **Welltower | Integra Health Joint Venture**
  - Welltower to sell 147 ProMedica Senior Care skilled nursing assets into an 85/15 joint venture between Welltower and Integra Health
  - Integra and its partners will guarantee the lease subject to significant net worth requirements, and Integra's interest in the joint venture will be subordinate to that of WELL's
  - Year-one rent will be $167 million ($142 million at Welltower's share)
- **Welltower's combined cash rent increases over 4% relative to total current contractual rent from existing ProMedica Senior Care joint venture**
- **The transaction is expected to be neutral to slightly accretive to cash flow, earnings, and leverage**[1]

Seniors Housing Operating ("SHO") Portfolio Performance and Balance Sheet

- **Year-over-year same store ("SS") NOI accelerated to 17.6% in the quarter, led by the US which posted a third straight quarter of greater than 20% SS NOI growth**[2]
  - An acceleration in SS NOI growth is expected across all geographies in 4Q2022 to 21% at the midpoint driven by robust rate growth and moderating expense growth
- **Posted 10.8% SS revenue growth, exceeding previously issued guidance, driven by a 390 basis point ("bps") increase in SS average occupancy and 5.3% REVPOR growth**
  - US and UK portfolios continue to demonstrate significant strength, generating year-over-year SS revenue growth of 11.6% and 18.9%, respectively
  - **REVPOR growth expected to accelerate further to nearly 7% in 4Q2022 given operators' confidence in demand for senior housing's needs-based product**
- Despite broad based inflationary pressures, recognized year-over-year ExpPOR growth of 3.7% in 3Q2022. Expect REVPOR growth to continue to outpace ExpPOR growth, resulting in a further expansion in operating margins going forward
- SS agency labor expense represented 5.7% of total compensation in 3Q2022, down from a peak of 7.3% in 4Q2021, with trends improving further in September and into October
- **Near-term liquidity of approximately $5.6 billion provides significant investment capacity to capture increasingly compelling capital deployment opportunities**[3]

1. Leverage and earnings accretion analysis based on an assumed 5% initial reinvestment yield
2. See Supplemental Financial Measures at the end of this presentation for all same store reconciliations
3. As of November 7, 2022. Includes combined proceeds from cash on hand, unsettled equity issuances, expected dispositions and loan payoffs, and available capacity under our revolving credit facility

4Q2022 Outlook | Robust Growth Expected Across All Businesses

Anticipate Total Portfolio SSNOI Growth of 8.5% - 10.5% Led by Continued SHO Portfolio Recovery

4Q2022 Outlook

Segment	Low	High
SHO	18.5%	23.5%
SH NNN	5.0%	6.0%
Outpatient Medical	1.5%	2.5%
Health System	2.75%	2.75%
LT/PAC	2.5%	3.5%
Total Portfolio	**8.5%**	**10.5%**

Expect SHO Portfolio SS NOI Growth of 21% at Midpoint

- Expect approximately 9.5% SHO Portfolio year-over-year SS revenue growth driven by accelerating rate growth and continued occupancy gains
  - Pricing power remains robust with strong recognized renewal rate increases and improving street rates
  - Recent interim price increases by several operators are expected to boost REVPOR growth to nearly 7% in 4Q2022, which is above prior expectations
- Expect a further moderation in year-over-year SS expense growth in 4Q2022 relative to 9.0% in 3Q2022 as a recent improvement in full-time employee hiring trends drives lower overall compensation expense growth
- Positive revenue and expense trends are expected to drive year-over-year SS SHO Portfolio NOI growth of 18.5% - 23.5% in 4Q2022, which represents an acceleration from 17.6% in 3Q2022
- Partially offsetting favorable fundamentals, higher interest rates on floating rate debt and the strengthening U.S. Dollar are expected to reduce 4Q2022 Normalized FFO attributable to common stockholders per diluted share by $0.06 vs 4Q21 and $0.03 vs 3Q2022

Net Hiring and Agency Labor Expense Commentary

Significant Shift in Labor Market Driving Positive Net Hiring Momentum

Total Portfolio Update

- **Following a strong increase in headcount in July, net hiring across the entire SHO portfolio remained positive each month between August-October with nearly 4% growth in total same store employee count since June 30[1]**

UK Portfolio Update

- Total SS employee count has increased nearly 6% since June 30
- Number of net hires in September and October more than double the preceding two months
- Overseas caregiver programs have boosted hiring and should lead to further agency expense reduction

US & Canada Portfolio Update

- Total SS employee count has grown 3% since June 30 despite the typical seasonal worker turnover at select operators
- Several operators have reported strong turnouts and increased acceptance of offers at career fairs as well as success using dedicated recruiters to drive positive net hiring momentum

Agency Labor Impact

- Agency labor represented 4.9% of compensation expense in September, the lowest level since last year's Delta surge
- Further declines in agency labor expense are expected in October given the improvement in net hiring trends
- Overall, we continue to expect the positive net hiring momentum to result in a normalization of agency labor usage over time though near-term expense may be impacted by seasonal uptick in holiday PTO usage

1. All data as reported by operators

Strategic Transaction Update

Transaction Overview | Highlights

ProMedica to Exit Skilled Nursing Business; Welltower to Form JV with Integra Health

Economic Impact to Welltower

- Welltower to transition 147 ProMedica Senior Care skilled nursing assets into a joint venture which will be 15% owned by Integra Health and their partners with the remaining 85% retained by Welltower; the transaction is expected to close in the fourth quarter 2022
- **Welltower's combined cash rent increases over 4% relative to total current contractual rent from existing ProMedica Senior Care joint venture despite significant headwinds posed by the global pandemic and recent operational and capital markets challenges**
- **The transaction is expected to be neutral to slightly accretive to cash flow, earnings, and leverage[1]**

ProMedica | Welltower Joint Venture

- ProMedica to exit the skilled nursing business and transition operations to regional operators selected by Integra; ProMedica exposure is expected to decline to ~2% of IPNOI[2]
    - ProMedica will surrender to Welltower its 15% interest in the skilled nursing portfolio it currently owns in an 85/15 joint venture with Welltower
    - Additionally, ProMedica will provide significant operating reserves to replacement operators, supporting the continued operational turnaround
- **ProMedica to retain operations of 58 assisted living/memory care communities with the amended lease continuing to be backed by the existing guaranty. ProMedica will pay year-one rent of $51 million ($43 million at Welltower's share)**
- Following the transition of the skilled nursing assets, we expect both senior care coverage and ProMedica's corporate credit to improve

Newly Formed Integra Health | Welltower Joint Venture

- **Welltower and Integra to enter an 85/15 joint venture for 147 skilled nursing facilities with year-one rent of $167 million ($142 million at Welltower's share)**
- Integra and its partners will guarantee the lease while maintaining significant net worth requirements, and Integra's JV interest will be subordinate to that of Welltower's
- Integra's business plan includes entering into sub-leases with select regional operators with strong performance track records in their respective markets

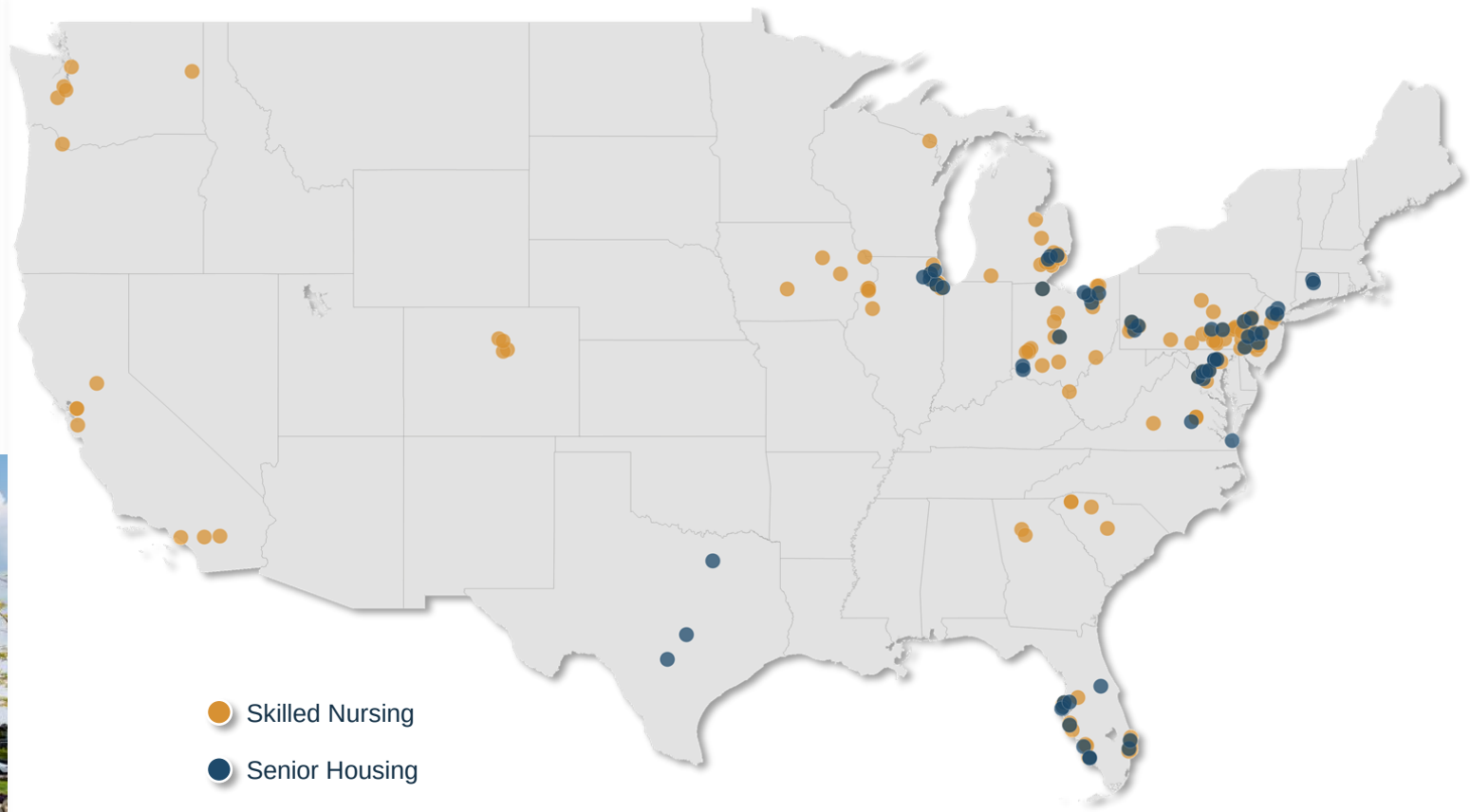
1. Leverage and earnings accretion analysis based on an assumed 5% initial reinvestment yield
2. Based on Welltower's 3Q22 IPNOI and year-one pro rata cash rent of $43 million under the amended ProMedica lease; refer to Welltower's 3Q22 Supplemental Information dated November 7, 2022 for a definition and reconciliation of IPNOI

Portfolio Map

Geographic Concentration Favors Regional Skilled Nursing Operator Approach; ProMedica to Benefit from More Focused Seniors Housing Exposure

Arden Courts Old Orchard | Easton, PA

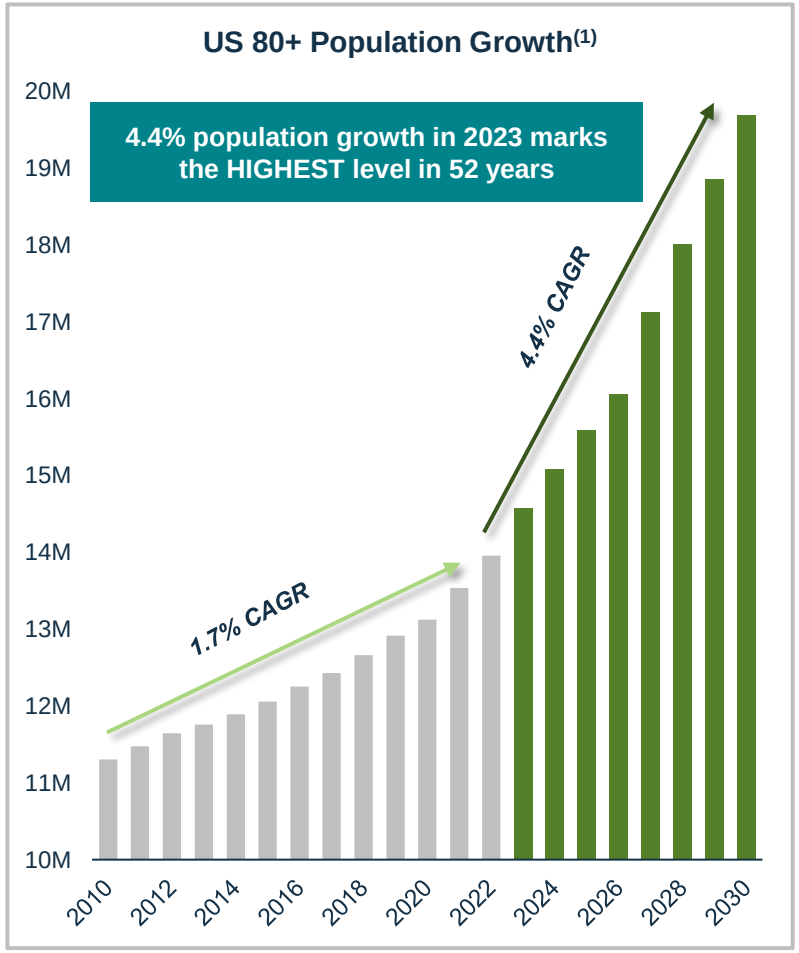
ProMedica Skilled Nursing And Rehabilitation | Dublin, OH

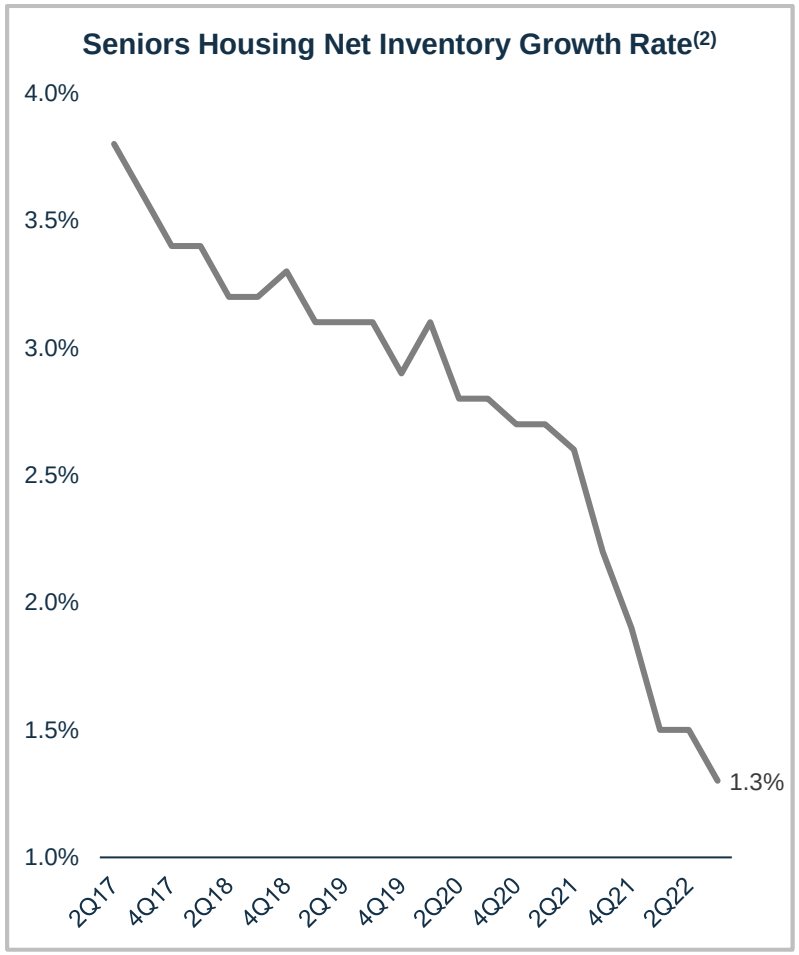


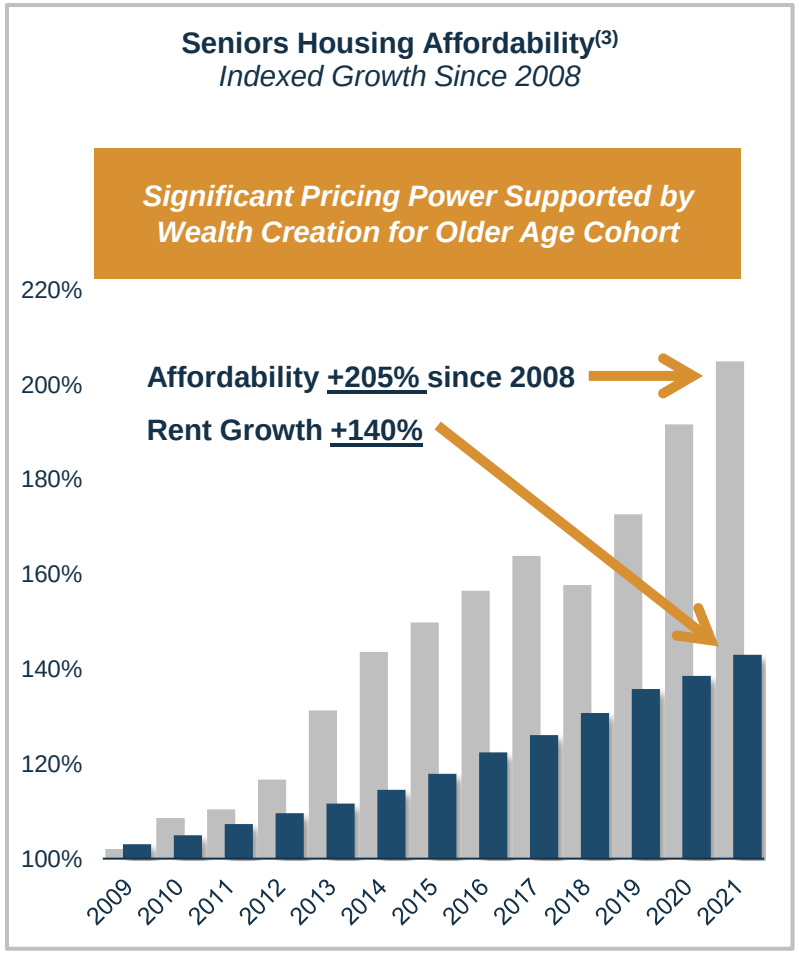
Seniors Housing Update

Seniors Housing | Compelling Backdrop for Multi-Year Revenue Growth

Accelerating 80+ Population Growth Coinciding with *Diminishing* New Supply & *Improved* Affordability





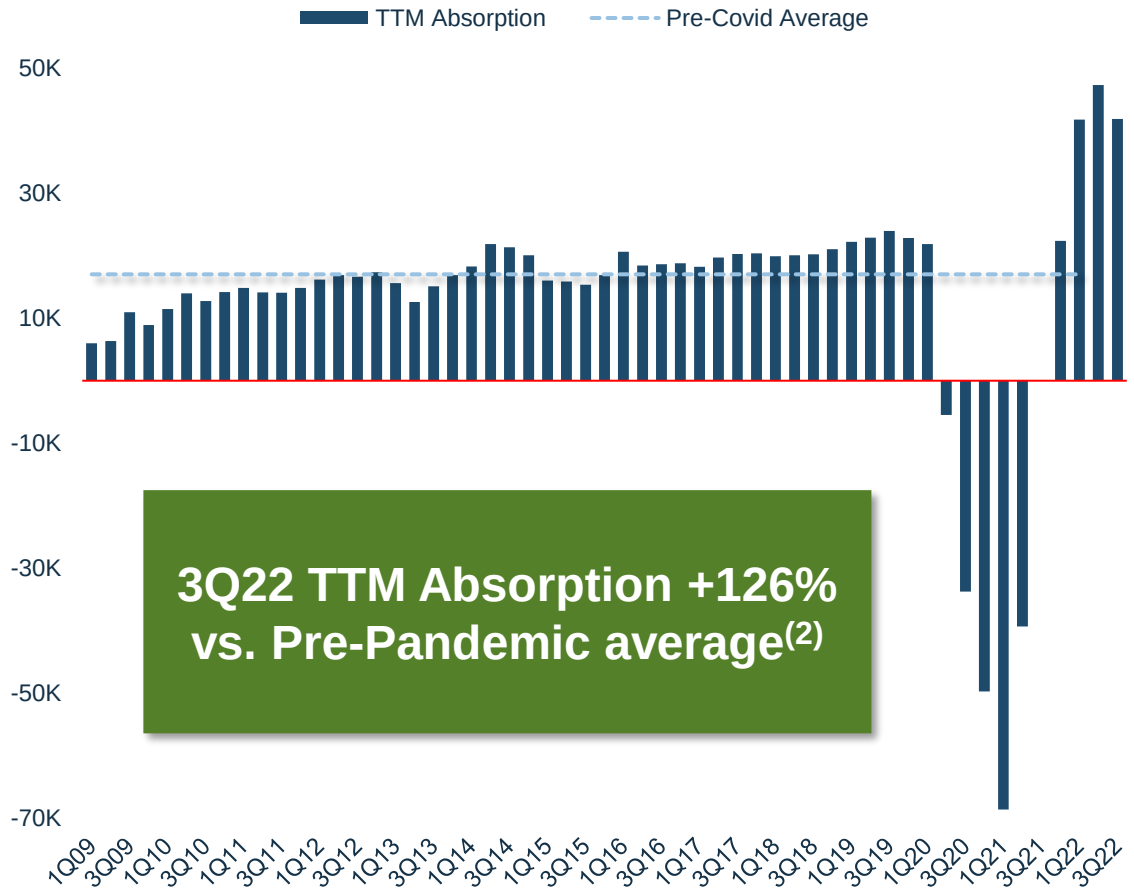


1. SOURCE: Organisation for Economic Co-operation and Development
2. SOURCE: MAP 99 NIC MAP Vision
3. Affordability was measured by taking average annual MAP 99 NIC rent over Bloomberg's Net Worth Age 70+ Index using the U.S Financial Accounts data

Seniors Housing Backdrop Supports Sustained Revenue Acceleration in 2023+

SH Demand Remains Robust

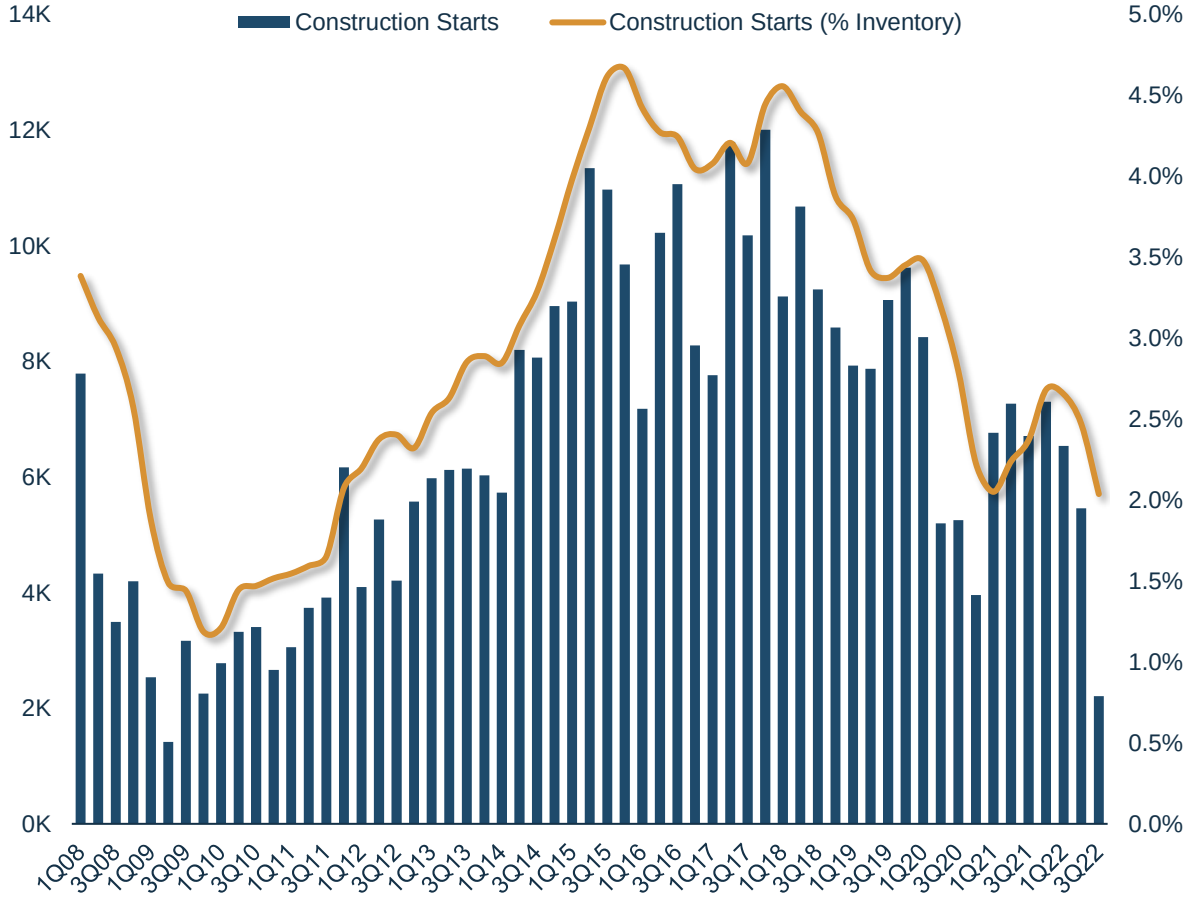
TTM Absorption[1]
NIC MAP Primary and Secondary Markets



3Q22 TTM Absorption +126% vs. Pre-Pandemic average[2]

Construction Starts Declined by 60% in 3Q2022 vs. 2Q2022

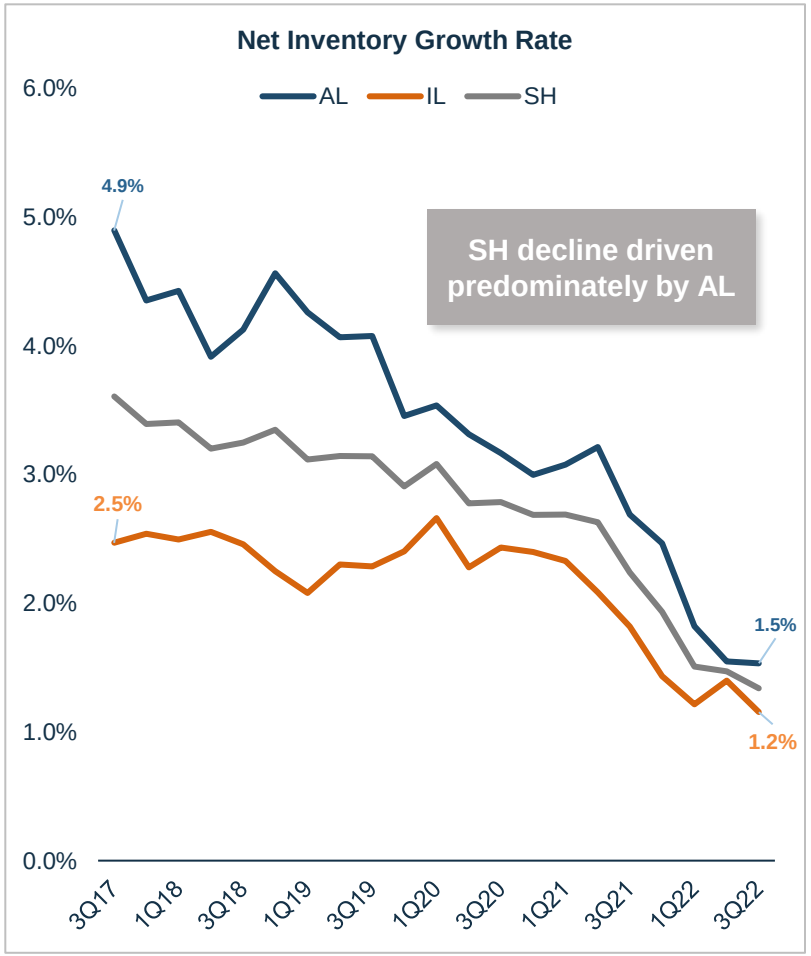
Construction Starts[1]
NIC Primary and Secondary Markets

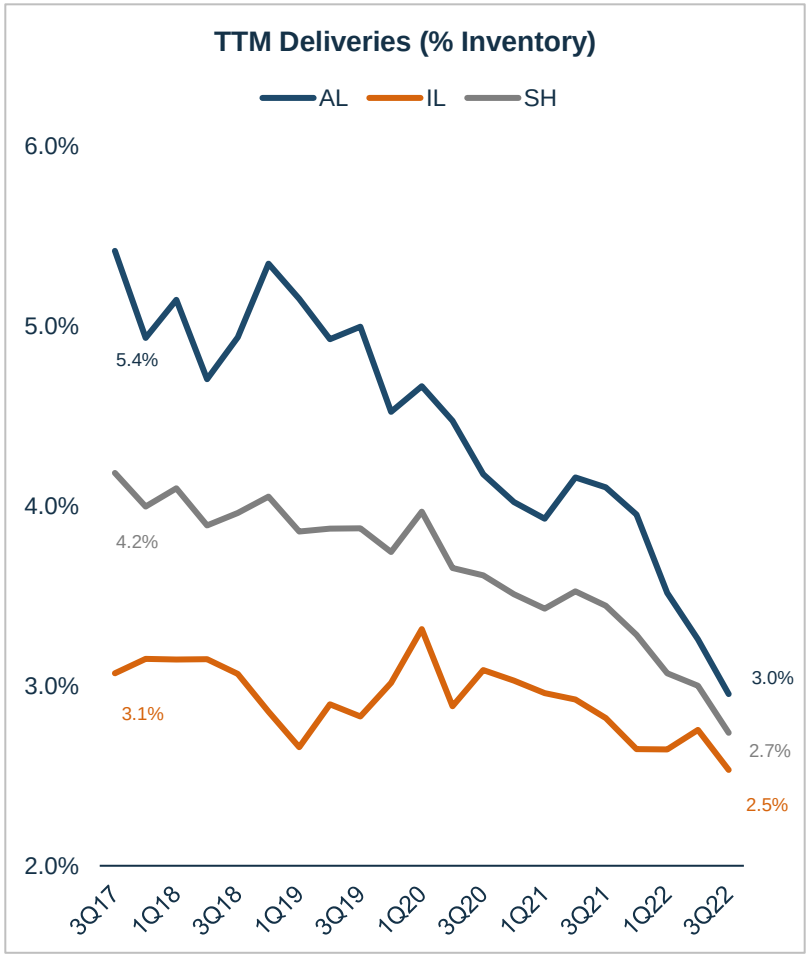


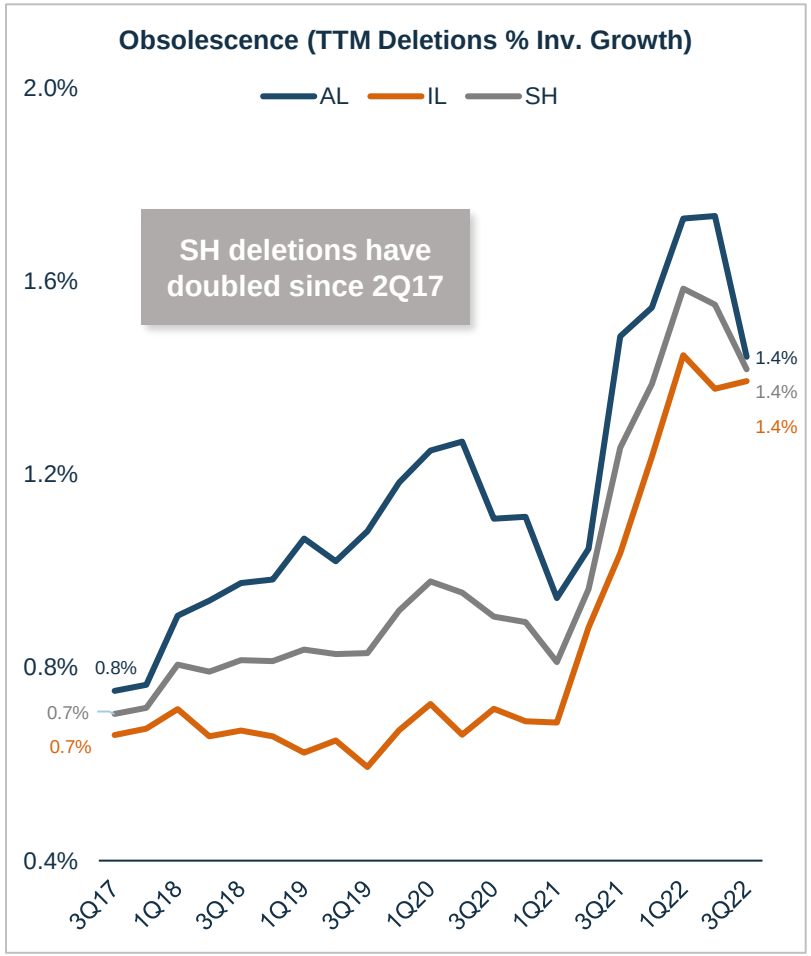
1. National Investment Center for Seniors Housing & Care – latest available data
2. Pre-pandemic average represents 1Q09-1Q20

Slower Net Inventory Growth Sets Stage For Occupancy Gains

Meaningful Deceleration in Net Inventory Growth Paving the Way for MULTI-YEAR OCCUPANCY GAINS



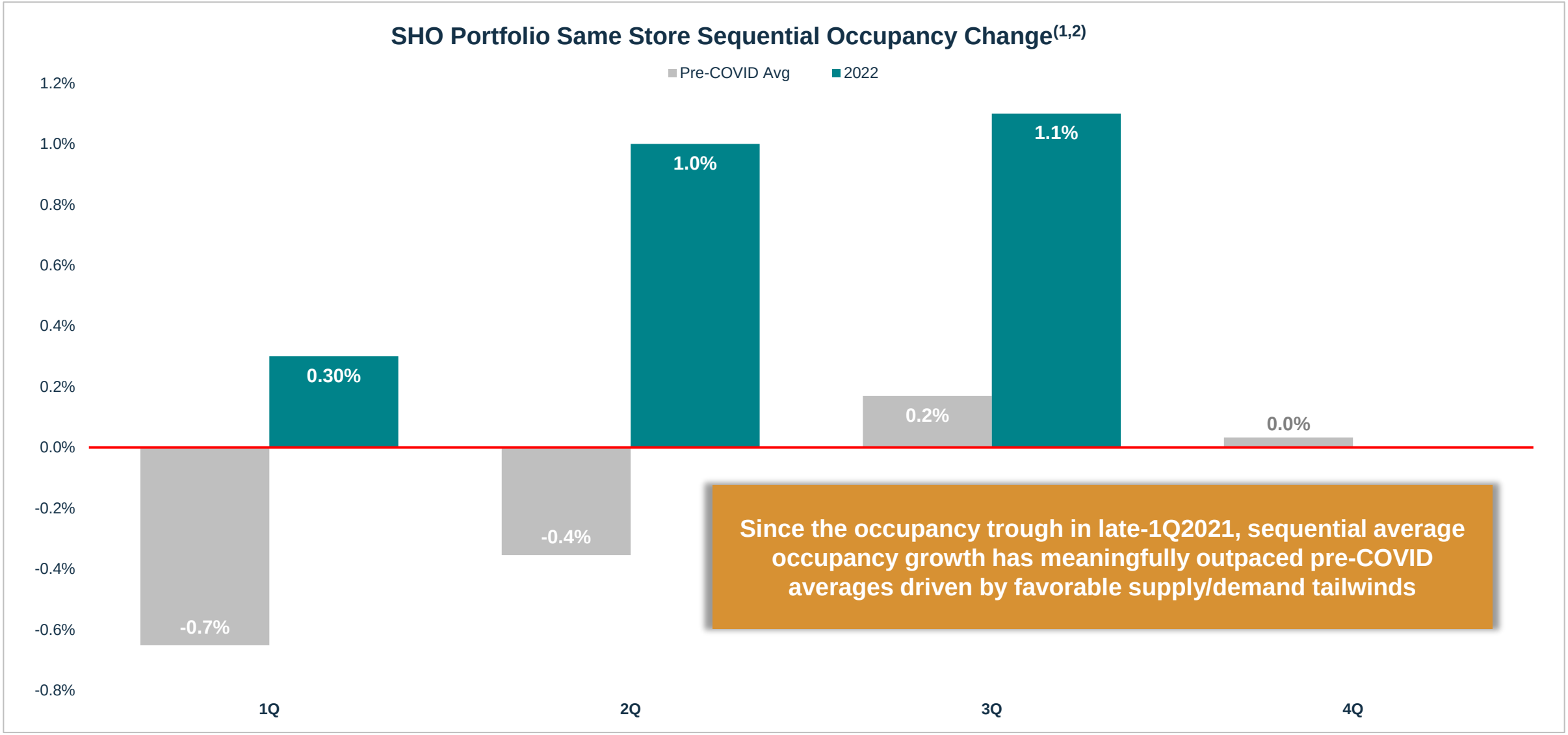




INCREASED OBSOLESCENCE RATES DRIVING INVENTORY GROWTH BELOW DELIVERIES

SOURCE: National Investment Center for Seniors Housing & Care – latest available data

Occupancy Continues to Outperform Seasonal Trends



1. Represents SHO same store portfolio each quarter at pro rata ownership; see each quarters respective Supplemental Information Report
2. Pre-COVID average represents 2016 through 2019

Balanced Lease Structure Mitigates Impact of Inflationary Pressures[1]

Shorter duration leases in SHO portfolio allow for more frequent mark-to-market of rents

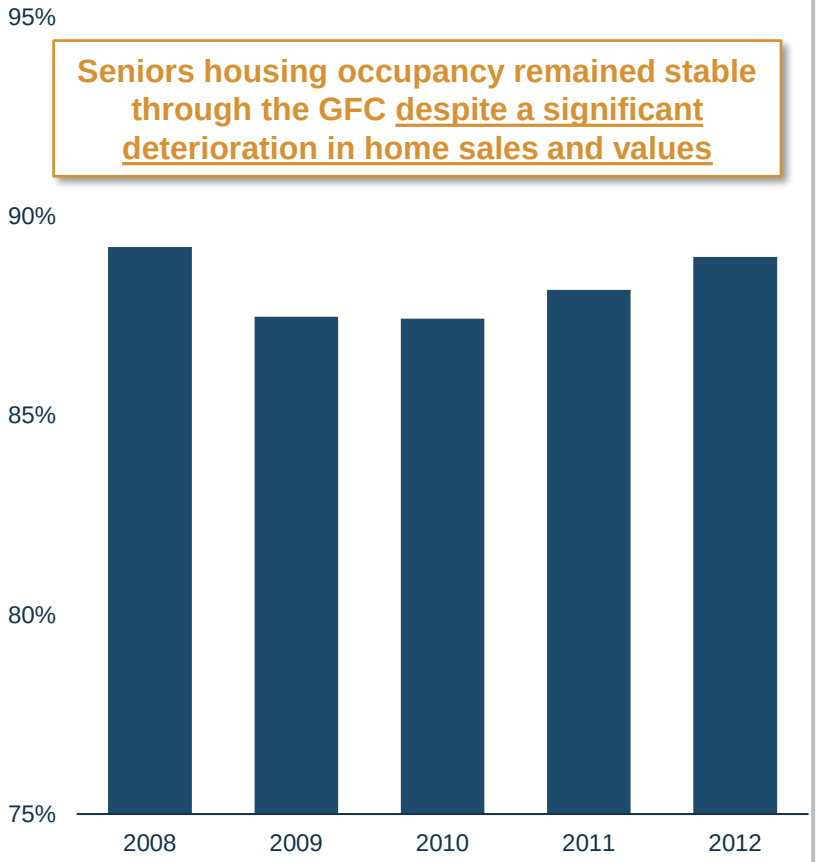
Approximately 2.7-year total portfolio weighted average lease term[4]

1. WALT: Weighted Average Lease Term
2. Represents annualized NOI as reported in 2Q2012. See 2Q2012 Supplemental Information Report for further information
3. Represents in place NOI. See Supplemental Financial Measures at the end of this presentation for further information and reconciliation
4. Assumes 50% of SHO resident agreements reset on January 1 and 50% reset on the anniversary date (6 months). Weighted Average Lease Term/Maturity per 3Q2022 supplemental disclosure: SH NNN = 10 years, LT/PAC = 10 years, Outpatient Medical = 7 years; Health System = 14 years and based upon segment level 3Q2022 rental income

Global Financial Crisis Case Study

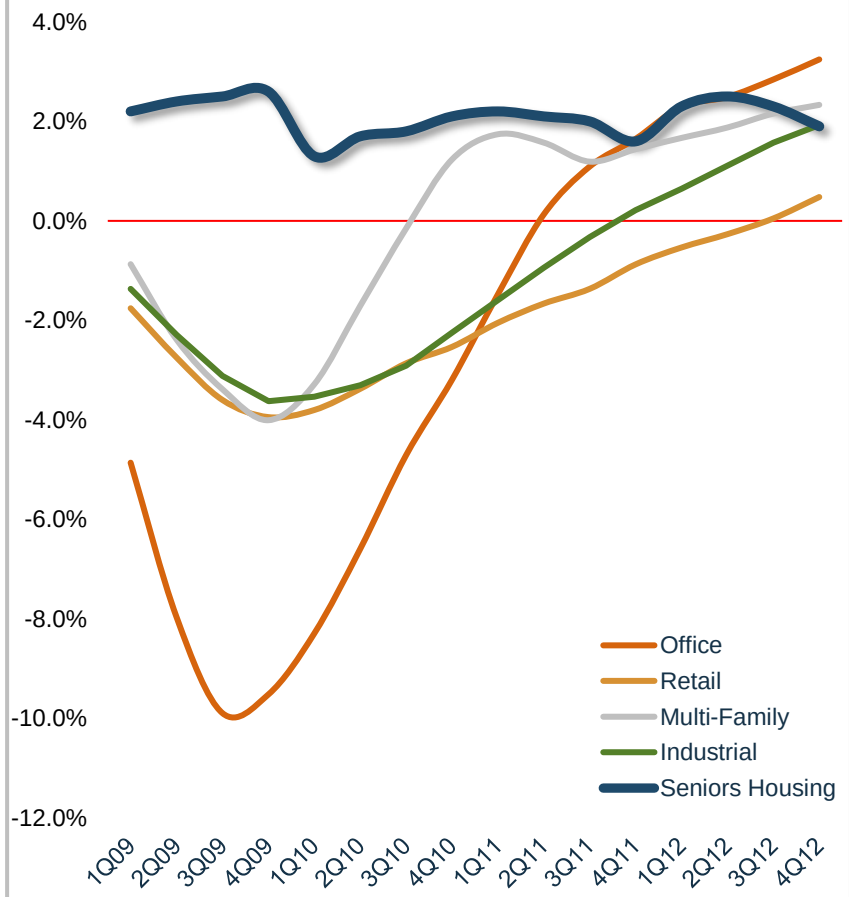
Resilient Demand During GFC Driven By Needs-Based Nature of Seniors Housing

Seniors Housing Average Occupancy[1]

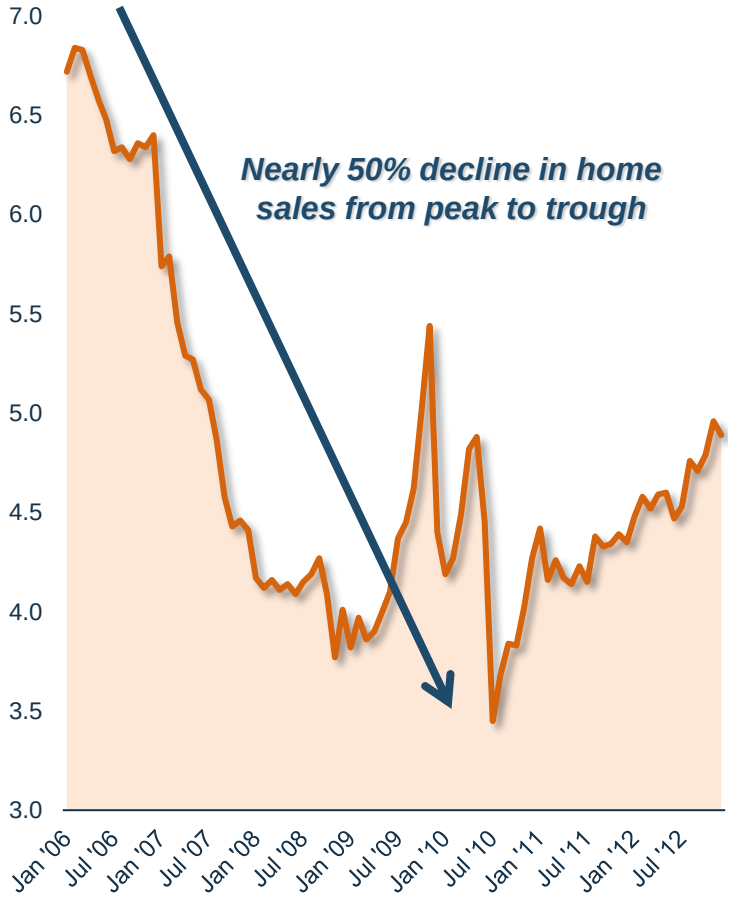


Seniors housing occupancy remained stable through the GFC despite a significant deterioration in home sales and values

TTM Market Rent Growth[2]



Existing Home Sales[3]



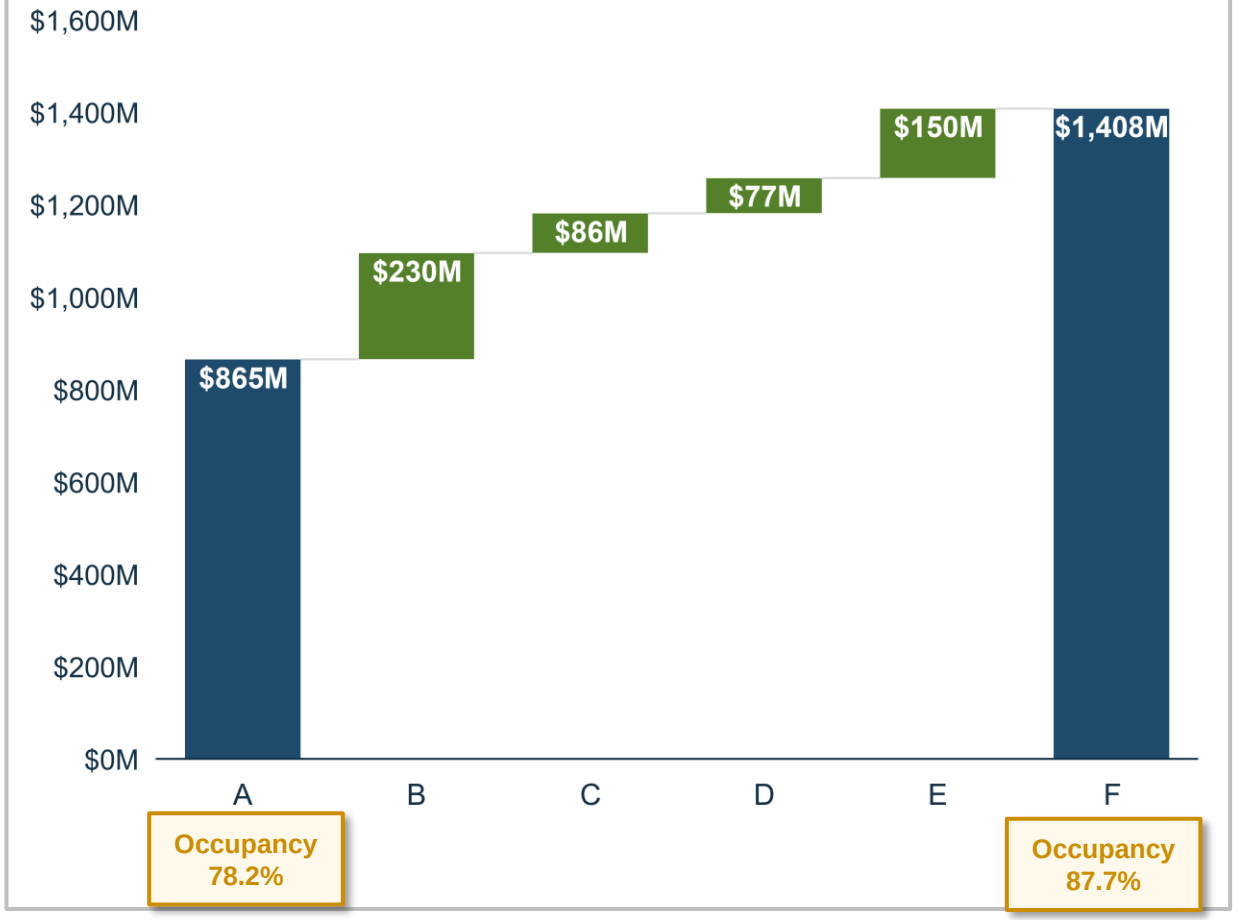
1. Source: 1Q22 NIC MAP 99 Data
2. Source: CoStar, NIC MAP
3. Bloomberg

SHO Portfolio | Path to Recovery

	Category	NOI ($M)
A)	**3Q22 Total Portfolio - IPNOI Portfolio ex HHS[1]**	**865**
B)	4Q19 Open Property Occupancy Recovery (ex. Transitions)	230
C)	Transition Properties	86
D)	Fill-Up Properties	77
E)	Lease-Up of COVID Class Acquisitions (4Q20-3Q22)	150
F)	**3Q22 Total Portfolio - Post COVID Recovery NOI**	**1,408**

A)	3Q22 Portfolio In-Place NOI excluding HHS[1]
B)	Incremental NOI from return to 4Q19 NOI levels for properties open in 4Q19, excluding segment or operator transitions
C)	Incremental NOI from properties open in 4Q19 that subsequently underwent operator or segment transitions
D)	Incremental NOI from development properties delivered subsequent to 4Q19 and properties acquired subsequent to 4Q19 and prior to 4Q20. NOI stabilization assumes return to pre-COVID NOI for acquisition properties and underwritten stabilized NOI for development properties
E)	Incremental NOI from stabilization of acquisitions between 4Q20 and 3Q22
F)	3Q22 portfolio post-COVID recovery NOI. Represents portfolio occupancy of 87.7% and operating margin of 30.8%

$543 million embedded NOI growth in return to Pre-COVID levels



Potential for ADDITIONAL UPSIDE assuming return to PEAK OCCUPANCY of 91.2% in 4Q2015

1. Represents $874 million of IPNOI in 3Q22 excluding $10 million of HHS. See Supplemental Financial Measures at the end of this presentation for reconciliation

Capital Allocation

Recent Highlights – Year-to-Date Capital Deployment & Balance Sheet Update

Capital Deployment Volume[1]

$2.9B GROSS INVESTMENTS

- ✓ **Initial yield of 5.2%**
- ✓ **Stable yield of 6.7%**
- ✓ **Blended high-single-digit unlevered IRR**

Granular & Off-Market Transactions

48 Total Transactions

92 OM and SH Properties Acquired

9.0K **Seniors Housing Units Acquired**

Significant Discount to Replacement Cost

$255K / unit

Avg. Last Dollar Basis US and Canadian SH transactions

- ✓ **Seniors housing acquisitions executed at an average investment of $29M per property**
- ✓ **Located in highly attractive micro-markets**

Regency Missionwood Retirement Resort | Kelowna, British Columbia

Oakmont Fountaingrove Lodge | Santa Rosa, CA

The Lofts at Glenwood Place | Vancouver, WA

1. Includes pro rata gross investments across acquisitions and loans since January 1, 2022 through November 7, 2022; excludes development funding

Capital Deployment Since 4Q20

Capital Deployment Volume[1]

$8.6B GROSS INVESTMENTS

- ✓ Initial yield of 5.9%; Stable yield of approximately 7.8%
- ✓ Low last-dollar exposure and innovative structure offer downside protection
- ✓ Expected to generate high-single-digit to mid-teens unlevered IRRs to WELL

Granular & Off-Market Transactions

102 Total Transactions

329 OM and SH Properties Acquired

30K Seniors Housing Units Acquired

- ✓ Predictive analytics and exclusive operator relationships used to execute off-market investments
- ✓ Maximizing risk-adjusted return to WELL through creative investments across the capital stack
- ✓ Debt investments offer equity upside in form of warrants and/or bargain purchase options
- ✓ Seniors housing acquisitions executed at an average investment of $22 million per property

Significant Discount to Replacement Cost

$203K / unit Avg. Last Dollar Basis US transactions

£41K / unit Avg. Last Dollar Basis UK transactions

- ✓ Investments made at significant discount to replacement cost offer enhanced downside protection
- ✓ Limited recent market transactions priced above replacement cost serves to further curtail new supply

StoryPoint Fort Wayne | Fort Wayne, IN

Oakmont Ivy Park at Otay Ranch | Chula Vista, CA

HarborChase of Vero Beach | Vero Beach, FL

1. Includes pro rata gross investments across acquisitions and loans since October 2020, excludes development funding

Foundation for Long-Term Growth Established

Opportunity to deploy in excess of $3.0 billion Annually | Economics Defined During Pandemic

NEW and **PROPRIETARY** long-term relationships with best-in-class developers and operators with either exclusive rights or right of first offer

5	+	23	+	2	=	30		$30B+
Relationships Formed Pre-COVID		Newly Formed COVID Relationships		Additional Relationships Currently In Progress		Total Newly Established Growth Relationships		Potential Capital Deployment Opportunity Over Next Decade

New relationships formed during depths of COVID-19 pandemic to create visible and significant long-term capital deployment opportunities

Centralized Capital Allocation; Decentralized Execution

Balance Sheet Update

Capitalizing the Opportunity[1]

Disciplined Focus on **Efficient** & **Low-Cost** Capital Sourcing

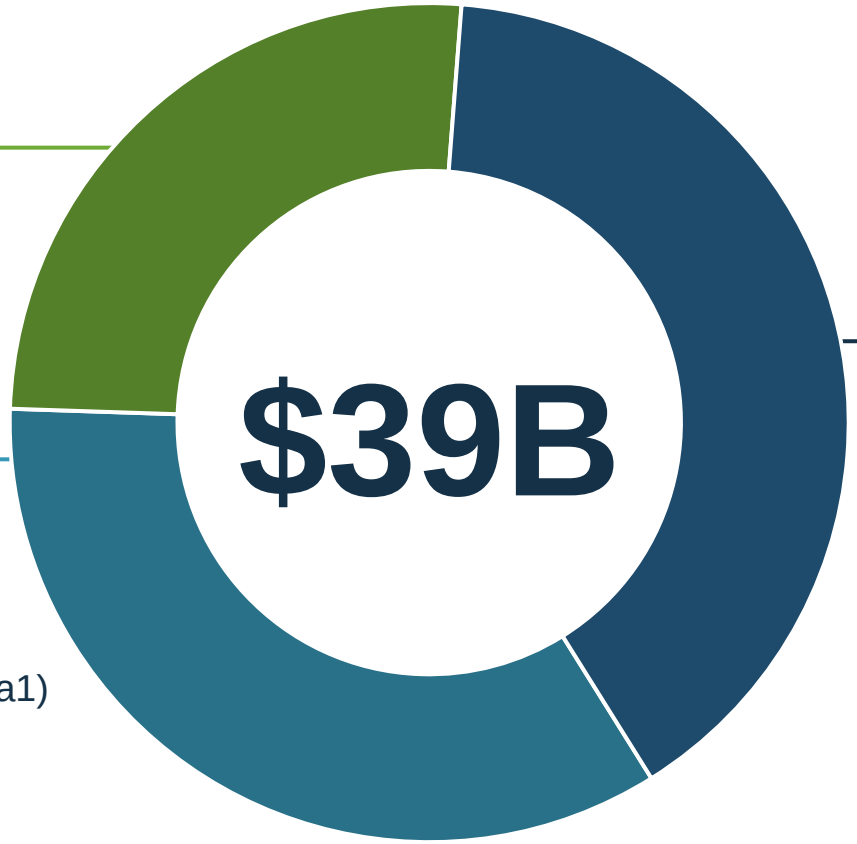
- ✓ Access to **secured and unsecured** debt financing
- ✓ Pivot between **multiple sources of capital** based upon cost and availability
- ✓ **Recycle capital** to improve portfolio quality and capitalize on market inefficiencies

$10B | PUBLIC EQUITY

- Efficiently raised via ATM & DRIP programs since 2015

$13B | DEBT

- Unsecured debt issued since 2015 at average interest rate of ~3.5%
- Investment grade balance sheet (BBB+/Baa1)
- $4 billion revolving credit facility at SOFR + 77.5bps



$16B | DISPOSITIONS

- Asset sales completed since 2015
- $6B of dispositions completed during COVID-19 pandemic at near pre-pandemic valuations

1. All data as of 9/30/2022

Balance Sheet Highlights

Recent Highlights

- **Liquidity profile remains exceptional with $5.6 billion in combined near-term available liquidity**
  - $1.6 billion of combined proceeds from cash and cash equivalents, unsettled equity issuances and expected dispositions and loan payoffs
  - $4.0 billion of available capacity under revolving line of credit
- **Reduced variable rate debt by $817 million subsequent to quarter-end[1]**
- No unsecured senior note maturities until 2024
- Net debt/Adjusted EBITDA of 6.93x as of September 30, 2022[2]; SHO portfolio occupancy and margin recovery is expected to drive further improvement to leverage metrics in future quarters
  - **Net debt/Adjusted EBITDA of 6.07x assuming 3Q2022 run rate investment activity, 4Q2022 investment activity, expected proceeds from dispositions and settlement of equity sold on forward basis**
- Balance sheet capacity remains strong with net-debt to consolidated enterprise value at just 31.8%

Liquidity Profile as of November 7, 2022

Cash and Restricted Cash	$450
Line of Credit Capacity	$4,000
Total Available Liquidity	**$4,450**
Expected Proceeds from Property Sales and Loan Payoffs[3]	$528
Remaining Proceeds from At-the-Market Equity Issuance[4]	$663
Total Near-Term Available Liquidity	**$5,641**

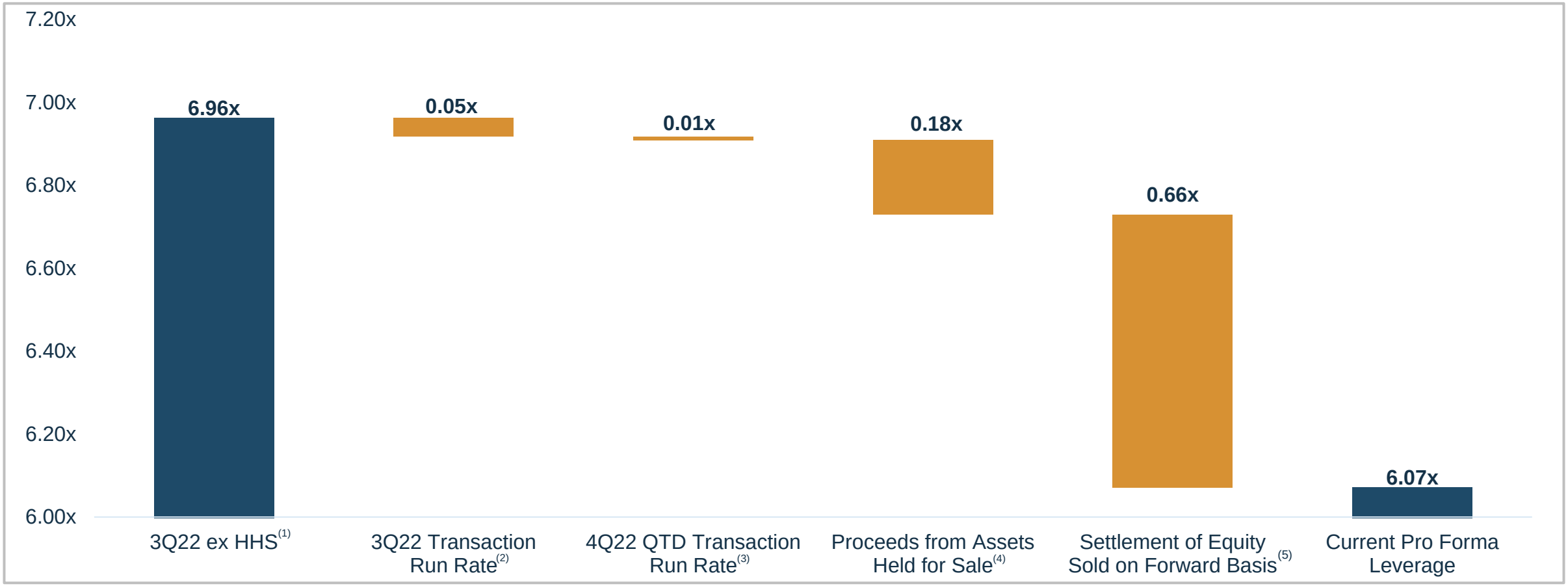
Credit Outlook

Weighted Average Maturity of 6.6 Years

Baa1	BBB+
MOODY'S	S&P Global

1. Inclusive of borrowings under revolving line of credit and variable rate secured debt assumed and subsequently paid off post-quarter end
2. See Supplemental Financial Measures at the end of this presentation
3. Includes expected proceeds of $528 million related to expected property sales and loan payoffs as of November 7, 2022
4. Shares issued through WELL's at-the-market program on a forward basis not yet settled through September 30, 2022

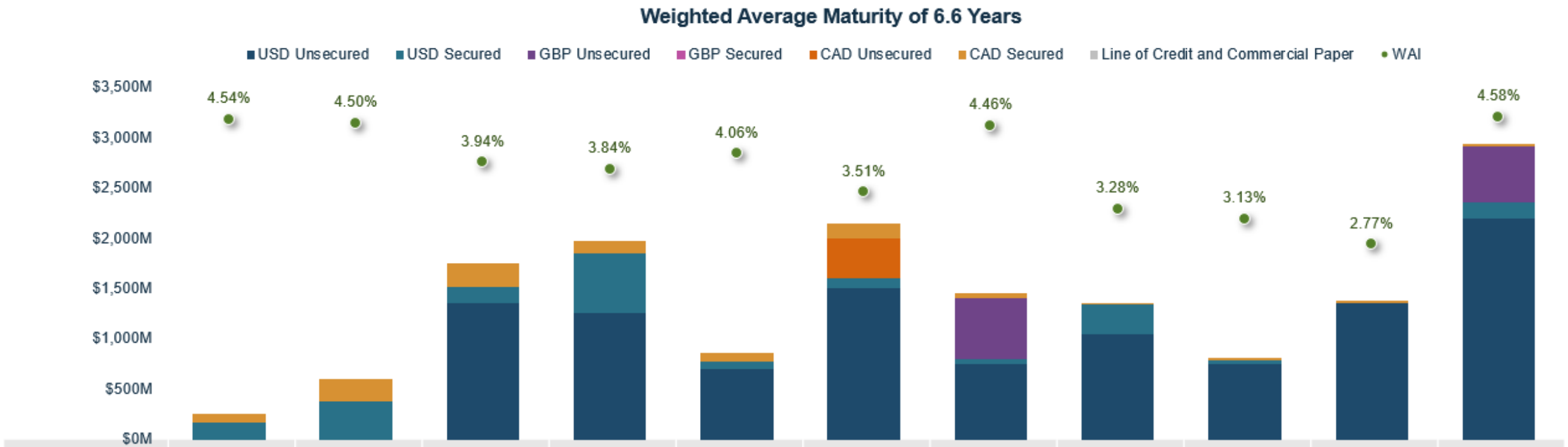
Pro Forma Leverage Reduction in Net Debt/Adjusted EBITDA



$543 million in EBITDA recovery to pre COVID occupancy levels expected to drive further reduction in leverage

1. Represents 3Q2022 Net Debt to Adjusted EBITDA ex HHS fund received. See Supplemental Financial Measures at the end of this presentation
2. Includes pro forma adjustments to reflect acquisition and disposition activity in 3Q2022 as if all transactions occurred on July 1, 2022
3. Includes pro forma adjustments to reflect $138 million in acquisition activity closed in 4Q2022 through November 4, 2022, assuming capitalization of 65% equity and 35% debt, and $52 million in dispositions as if all transactions occurred on July 1, 2022
4. Includes pro forma adjustment to reflect proceeds of $528 million related to 3Q2022 expected property sales and loan payoffs as of September 30, 2022 not yet closed as if the transactions had occurred on July 1, 2022
5. Includes pro forma adjustment to reflect proceeds of $1.39 billion from the settlement of shares issued through WELL's at-the-market program on a forward basis ($1.48 billion not yet settled through August 8, 2022 less $90 million in proceeds to fund 65% of $138 million in acquisitions closed in 4Q22)

Well-Laddered Debt Maturity Schedule[1,2,3]



($mm)	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	After
Lines of Credit & Commercial Paper	-	-	-	-	-	-	-	-	-	-	-
Unsecured Debt	-	-	1,350	1,260	700	1,900	1,362	1,050	750	1,350	2,757
Secured Debt	250	598	404	710	165	247	94	308	64	36	188
Total	**250**	**598**	**1,754**	**1,970**	**865**	**2,147**	**1,456**	**1,358**	**814**	**1,386**	**2,945**

1. Represents principal amounts due excluding unamortized premiums/discounts or other fair value adjustments as reflected on the balance sheet.
2. The 2026 maturity reflects the repayment subsequent to quarter end of $655,000,000 in principal outstanding on our unsecured commercial paper program as of September 30, 2022. The unsecured revolving credit facility is comprised of a $1,000,000,000 tranche that matures on June 4, 2026 (none outstanding at September 30, 2022) and a $3,000,000,000 tranche that matures on June 4, 2025 ($40,000,000 outstanding at September 30, 2022). Both tranches may be extended for two successive terms of six months at our option. Commercial paper borrowings are backstopped by the unsecured revolving credit facility. As such, we calculate the weighted average remaining term of our commercial paper borrowings using the extended maturity date of the unsecured revolving credit facility.
3. 2027 includes a $1,000,000,000 unsecured term loan and a CAD $250,000,000 unsecured term loan (approximately $181,792,000 USD at September 30, 2022). The loans mature on July 19, 2026. The interest rates on the loans are adjusted SOFR + 0.85% for USD and CDOR + 0.85% for CAD. Both term loans may be extended for two successive terms of six months at our option.

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"), Same Store NOI ("SSNOI"), REVPOR and Same Store REVPOR ("SS REVPOR"), EBITDA and Adjusted EBITDA to be useful supplemental measures of our operating performance. Excluding EBITDA and Adjusted EBITDA these 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, SSNOI, REVPOR & SS 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.

SSNOI is used to evaluate the operating performance of our properties using a consistent population which controls for changes in the composition of our portfolio. As used herein, same store is generally defined as those revenue-generating properties in the portfolio for the relevant year-over-year reporting periods. Land parcels, loans and sub-leases as well as any properties acquired, developed/redeveloped (including major refurbishments where 20% or more of units are simultaneously taken out of commission for 30 days or more), sold or classified as held for sale during that period are excluded from the same store amounts. Properties undergoing operator and/or segment transitions (except Seniors Housing Triple-net to Seniors Housing Operating with the same operator) are also excluded from same store amounts. Normalizers include adjustments that in management's opinion are appropriate in considering SSNOI, a supplemental, non-GAAP performance measure. None of these adjustments, which may increase or decrease SSNOI, are reflected in our financial statements prepared in accordance with U.S. GAAP. Significant normalizers (defined as any that individually exceed 0.50% of SSNOI growth per property type) are separately disclosed and explained in the relevant supplemental reporting package. No reconciliation of the forecasted range for SSNOI on a combined basis or by property type is included in this release because we are unable to quantify certain amounts that would be required to be included in the comparable GAAP financial measure without unreasonable efforts, as we believe such reconciliation would imply a degree of precision that could be confusing or misleading to investors.

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. SS REVPOR is used to evaluate the REVPOR performance of our properties under a consistent population which eliminates changes in the composition of our portfolio. It is based on the same pool of properties used for SSNOI and includes any revenue normalizations used for SSNOI. We use REVPOR and SS REVPOR to evaluate the revenue-generating capacity and profit potential of its seniors housing operating portfolio independent of fluctuating occupancy rates. They are 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, SSNOI, REVPOR and SS 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.

SSNOI Reconciliation

(dollars in thousands)

	3Q22	3Q21	*% growth YOY*
Net income (loss)	$ (2,653)	$ 190,336	
Loss (gain) on real estate dispositions, net	(1,064)	(119,954)	
Loss (income) from unconsolidated entities	6,698	15,832	
Income tax expense (benefit)	3,257	4,940	
Other expenses	15,481	3,575	
Impairment of assets	4,356	1,490	
Provision for loan losses	490	(271)	
Loss (gain) on extinguishment of debt, net	2	(5)	
Loss (gain) on derivatives and financial instruments, net	6,905	(8,078)	
General and administrative expenses	34,811	32,256	
Depreciation and amortization	353,699	267,754	
Interest expense	139,682	122,522	
Consolidated NOI	561,664	510,397	
NOI attributable to unconsolidated investments[1]	27,374	20,042	
NOI attributable to noncontrolling interests[2]	(27,236)	(31,061)	
Pro rata NOI	561,802	499,378	
Non-cash NOI attributable to same store properties	(21,173)	(15,413)	
NOI attributable to non-same store properties	(135,000)	(102,264)	
Currency and ownership adjustments[3]	4,148	2,771	
Other adjustments[4]	(2,961)	(4,967)	
Same Store NOI (SSNOI)	$ 406,816	$ 379,505	*7.2%*
Seniors Housing Operating	152,204	129,480	*17.6%*
Seniors Housing Triple-net	82,561	81,283	*1.6%*
Outpatient Medical	105,460	104,020	*1.4%*
Health System	43,849	42,674	*2.8%*
Long-Term/Post-Acute Care	22,742	22,048	*3.1%*
Total SSNOI	$ 406,816	$ 379,505	*7.2%*

1. Represents Welltower's interests in joint ventures where Welltower is the minority partner.
2. Represents minority partners' interests in joint ventures where Welltower is the majority partner and includes an adjustment to remove NOI related to certain leasehold properties..
3. Includes adjustments to reflect consistent property ownership percentages and foreign currency exchange rates for properties in the U.K. and Canada.
4. Includes other adjustments described in the respective Supplemental Information package.

SHO REVPOR Growth Reconciliation

(dollars in thousands, except SS REVPOR)

	United States		United Kingdom		Canada		Total	
	3Q21	3Q22	3Q21	3Q22	3Q21	3Q22	3Q21	3Q22
SHO SS REVPOR Growth								
Consolidated SHO revenues	$ 637,395	$ 859,429	$ 101,430	$ 99,386	$ 100,694	$ 113,785	$ 839,519	$ 1,072,600
Unconsolidated SHO revenues attributable to WELL[1]	23,968	31,256	—	—	21,802	22,697	45,770	53,953
SHO revenues attributable to noncontrolling interests[2]	(38,439)	(32,484)	(12,725)	(9,549)	(22,029)	(22,767)	(73,193)	(64,800)
SHO pro rata revenues[3]	622,924	858,201	88,705	89,837	100,467	113,715	812,096	1,061,753
Non-cash revenues on same store properties	(556)	(556)	—	—	—	—	(556)	(556)
Revenues attributable to non-same store properties	(104,274)	(278,659)	(67,781)	(67,714)	(209)	(12,686)	(172,264)	(359,059)
Currency and ownership adjustments[4]	517	(61)	458	3,310	(1,166)	2,458	(191)	5,707
SHO SS revenues[7]	518,611	578,925	21,382	25,433	99,092	103,487	639,085	707,845
SHO SS revenue YOY growth		11.6 %		18.9 %		4.4 %		10.8 %
Average occupied units/month[8]	27,263	29,648	742	832	10,849	10,989	40,187	42,260
SHO SS REVPOR[9]	$ 6,066	$ 6,382	$ 9,229	$ 9,610	$ 2,937	$ 3,003	$ 5,258	$ 5,538
SS REVPOR YOY growth		5.2 %	—	4.1 %	—	2.2 %	—	5.3 %

1. Represents Welltower's interests in joint ventures where Welltower is the minority partner.
2. Represents minority partners' interests in joint ventures where Welltower is the majority partner and includes an adjustment to remove revenue related to certain leasehold properties.
3. Represents SHO revenues at Welltower pro rata ownership.
4. Includes where appropriate adjustments to reflect consistent property ownership percentages, to translate Canadian properties at a USD/CAD rate of 1.2684 and to translate UK properties at a GBP/USD rate of 1.38.
5. Represents normalizing adjustment related to amounts recognized related to the Health and Human Services Provider Relief Fund in the United States and similar programs in the United Kingdom and Canada.
6. Represents aggregate normalizing adjustments which are individually less than .50% of SSNOI growth.
7. Represents SS SHO revenues at Welltower pro rata ownership.
8. Represents average occupied units for SS properties on a pro rata basis.
9. Represents pro rata SS average revenues generated per occupied room per month.

In-Place NOI Reconciliations

(dollars in thousands)	3Q22
Net income (loss)	$ (2,653)
Loss (gain) on real estate dispositions, net	(1,064)
Loss (income) from unconsolidated entities	6,698
Income tax expense (benefit)	3,257
Other expenses	15,481
Impairment of assets	4,356
Provision for loan losses, net	490
Loss (gain) on extinguishment of debt, net	2
Loss (gain) on derivatives and financial instruments, net	6,905
General and administrative expenses	34,811
Depreciation and amortization	353,699
Interest expense	139,682
Consolidated net operating income	561,664
NOI attributable to unconsolidated investments[1]	27,374
NOI attributable to noncontrolling interests[2]	(27,236)
Pro rata net operating income (NOI)	561,802
Adjust:	
Interest income	(40,776)
Other income	(2,275)
Sold / held for sale	(2,276)
Non operational[3]	355
Non In-Place NOI[4]	(32,984)
Timing adjustments[5]	2,846
In-Place NOI	486,692
Annualized In-Place NOI	$ 1,946,768

In-Place NOI by property type	3Q22	% of Total
Seniors Housing Operating	$ 874,208	45 %
Seniors Housing Triple-net	350,144	18 %
Outpatient Medical	456,908	23 %
Health System	175,392	9 %
Long-Term/Post-Acute Care	90,116	5 %
Total In-Place NOI	$ 1,946,768	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 and includes an adjustment to remove NOI related to certain leasehold properties.
3. Primarily includes development properties and land parcels.
4. Primarily represents non-cash NOI.
5. Represents timing adjustments for current quarter acquisitions, construction conversions and segment or operator transitions.

EBITDA and Adjusted EBITDA

We measure our credit strength both in terms of leverage ratios and coverage ratios. The leverage ratios indicate how much of our balance sheet capitalization is related to long-term debt, net of cash and cash equivalents and restricted cash. We expect to maintain capitalization ratios and coverage ratios sufficient to maintain a capital structure consistent with our current profile. The ratios are based on EBITDA and Adjusted EBITDA. EBITDA is defined as earnings (net income per income statement) before interest expense, income taxes, depreciation and amortization. Adjusted EBITDA is defined as EBITDA excluding unconsolidated entities and including adjustments for stock-based compensation expense, provision for loan losses, gains/losses on extinguishment of debt, gains/losses/impairments on properties, gains/losses on derivatives and financial instruments, other expenses, additional other income and other impairment charges. We believe that EBITDA and Adjusted EBITDA, along with net income, are important supplemental measures because they provide additional information to assess and evaluate the performance of our operations. Our leverage ratios include net debt to Adjusted EBITDA. Net debt is defined as total long-term debt, excluding operating lease liabilities, less cash and cash equivalents and restricted cash.

Net Debt to Adjusted EBITDA

(dollars in thousands)	Three Months Ended September 30, 2022
Net income	$ (2,653)
Interest expense	139,682
Income tax expense (benefit)	3,257
Depreciation and amortization	353,699
EBITDA	493,985
Loss (income) from unconsolidated entities	6,698
Stock-based compensation expense	6,115
Loss (gain) on extinguishment of debt, net	2
Loss (gain) on real estate dispositions, net	(1,064)
Impairment of assets	4,356
Provision for loan losses, net	490
Loss (gain) on derivatives and financial instruments, net	6,905
Other expenses	15,481
Casualty losses, net of recoveries[2]	328
Adjusted EBITDA	$ 533,296

	Three Months Ended September 30, 2022
Long-term debt obligations[2,3]	$ 15,210,358
Cash and cash equivalents and restricted cash	(425,184)
Net debt	14,785,174
Adjusted EBITDA	533,296
Adjusted EBITDA annualized	$ 2,133,184
Net debt to Adjusted EBITDA ratio	6.93 x

1. Represents casualty losses net of any insurance recoveries.
2. Amounts include unamortized premiums/discounts and other fair value adjustments as reflected on the balance sheet.
3. Includes unamortized premiums/discounts, other fair value adjustments and financing lease liabilities. Excludes operating lease liabilities related to ASC 842 adoption.

Pro Forma Net Debt to Adjusted EBITDA

(dollars in thousands)

	Three Months Ended September 30, 2022 (Actual) [1]	HHS Received[2]	3Q22 Acquisitions and Dispositions [3]	4Q22 Announced Acquisitions and Loan Funding [4]	ATM Forward Sale Settlement [5]	September 30, 2022 Held-for-Sale Dispositions & Loan Payoffs [6]	Three Months Ended September 30, 2022 (Pro Forma)
Adjusted EBITDA	$ 533,296	$ (2,402)	$ 3,455	$ 512	$ —	$ (5,328)	$ 529,533
Annualized Adjusted EBITDA	$ 2,133,184	$ (9,608)	$ 13,820	$ 2,048	$ —	$ (21,312)	$ 2,118,132
Net Debt [7]	$ 14,785,174	$ —	$ —	$ (3,941)	$ (1,392,240)	$ (528,060)	$ 12,860,933
Net Debt to Adjusted EBITDA	6.93 x						6.07 x

1. Please refer to calculation of Adjusted EBITDA for the three months ended September 30, 2022 on page the previous slide.
2. Pro forma adjustment to remove Health and Human Services grants received and recognized during the three months ended September 30, 2022.
3. Pro forma adjustment to reflect acquisition and loan funding activity for the three months ended September 30, 2022, as well as disposition activity for the same period as detailed on the Gross Investment Activity page of our Supplement Information report for 3Q22, as if the transactions occurred on July 1, 2022. Pro forma adjustments are based on estimates and assumptions and are preliminary in nature, and should not be assumed to be an indication of the results that would have been achieved had the transactions been completed as of the date indicated.
4. Pro forma adjustment to reflect the $138 million of acquisitions and loan funding activity and $52 million of loan repayments occurring since September 30, 2022, as if the transactions occurred on July 1, 2022, assuming capitalization of 65% equity and 35% debt. Pro forma adjustments are based on estimates and assumptions and are preliminary in nature, and should not be assumed to be an indication of the results that would have been achieved had the transactions been completed as of the date indicated.
5. Pro forma adjustment to reflect $1.48 billion of expected net cash proceeds associated with the settlement of forward sales under our ATM program, as if such forward sales were settled on July 1, 2022 and offset by assumed capitalization of 65% of the $138 million of acquisitions and loan funding activity occurring since September 30, 2022.
6. Pro forma adjustment to reflect the impact of the expected sale of properties in the next twelve months and expected loan payoffs, as if the transactions occurred on July 1, 2022. Pro forma adjustments are based on estimates and assumptions and are preliminary in nature, and should not be assumed to be an indication of the results that would have been achieved had the transactions been completed as of the date indicated. Furthermore, transactions not yet closed are subject to customary closing conditions and there can be no assurances as to the timing of closing.
7. Net debt includes unamortized premiums/discounts, other fair value adjustments and financing lease liabilities of $109,414,000 but excludes operating lease liabilities of $301,001,000, respectively. Furthermore, net debt includes cash and cash equivalents and restricted cash.