See separate instructions.

Part Reporting Issuer

1	1 Issuer's name					2 Issuer's employer identification number (EIN)			
WELLTOWER INC.						34-1096634			
3 Name of contact for additional information 4			4 Telephone	Telephone No. of contact		5 Email address of contact			
LISA SCHMALTZ			419-247-2800			LSCHMALTZ@WELLTOWER.COM			
6 Number and street (or P.O. box if mail is not delivered to street address) of contact					7 City, town, or post office, state, and ZIP code of contact				
4500 DORR STREET				Г	TOLEDO, OH 43615				
8	B Date of action 9 Classification and description								
SEE BELOW				S STOCK DIVIDENDS					
10	CUSIP number	11 Serial number(s)	12 Ticker symbol	-	13 Account number(s)			
	95040Q104	N/A		WELL		N/A			
Pa	art II Organizatio	onal Action Attac	n additional	statements if needed.	See back	of form for additional questions.			
14			•	date of the action or the COMMON SHAREHOL	-	st which shareholders' ownership is measured for			
		ERET CASH DISTRI		COMMON SHAREHOE	DERS DOI				

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► <u>THE DISTRIBUTIONS REDUCED THE BASIS OF THE SECURITIES IN THE HANDS OF THE US</u> TAXPAYER(S) AS FOLLOWS:

PAYMENT DATE RETURN OF CAPITAL					
3/8/2022 0	0.00000				
5/31/2022 0	0.00000				
8/31/2022 0	0.00000				
<u>11/30/2022</u> 0	0.00000				

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► WELLTOWER INC.'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SECTIONS 312 (AS MODIFIED BY SECTION 857(d) FOR REAL ESTATE INVESTMENT TRUSTS). DISTRIBUTIONS TO COMMON SHAREHOLDERS IN EXCESS OF EARNINGS AND PROFITS REDUCE EACH SHAREHOLDER'S TAX BASIS IN ITS SHARES.

Form 8937 (12-2017)			
Pa	rt II Organizational Action (continued)		
	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►		
IRC	SECTION 316		
18	Can any resulting loss be recognized? THE DISTRIBUTION WILL NOT RESULT IN A LOSS.		
19	Provide any other information necessary to implement the adjustment, such as the reportable tax year > WELLTOWER INC., A REAL E	STATE	
	ESTMENT TRUST, DECLARED AND PAID QUARTERLY CASH DISTRIBUTIONS TO ITS COMMON SHAREHOLDERS DURING ITS		
FIS(CAL YEAR COMMENCING JANUARY 1, 2022 AND ENDING DECEMBER 31, 2022.		

0	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.							
Sign Here	Signa	nature► / S / Michael A. Garst			▶ _1/18/2023			
	Print	your name► Michael A. Garst	Title► S	Title► SVP - Tax				
Paid Prepa	ror	Print/Type preparer's name	Preparer's signature	Date		Check if self-employed	PTIN	
Use C					Firm's EIN ►			
	, ,	Firm's address ►					Phone no.	
Send Fo	orm 89	37 (including accompanying statemer	nts) to: Department of the Treasury, I	Internal Revenue Ser	vice, Ogc	len, UT 84201	-0054	