

NON-GAAP FINANCIAL MEASURES

Quarter Ended September 30, 2024

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 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, health emergencies (such as the COVID-19 pandemic) 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.



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"), Expenses per Occupied Room ("ExpPOR"), Same Store NOI ("SSNOI"), Revenues per Occupied Room ("RevPOR"), Same Store RevPOR ("SS RevPOR"), Same Store ExpPOR ("SS ExpPOR"), Funds From Operations attributable to common stockholders ("FFO"), Normalized FFO, 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.

The information in this supplemental information package should be read in conjunction with our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, earnings press releases/supplements and other information filed with, or furnished to, the Securities and Exchange Commission ("SEC").



FFO and Normalized FFO

Historical cost accounting for real estate assets in accordance with U.S. GAAP implicitly assumes that the value of real estate assets diminishes predictably over time as evidenced by the provision for depreciation. However, since real estate values have historically risen or fallen with market conditions, many industry investors and analysts have considered presentations of operating results for real estate companies that use historical cost accounting to be insufficient. In response, the National Association of Real Estate Investment Trusts ("NAREIT") created FFO as a supplemental measure of operating performance for REITs that excludes historical cost depreciation from net income. FFO attributable to common stockholders, as defined by NAREIT, means net income attributable to common stockholders, computed in accordance with U.S. GAAP, excluding gains (or losses) from sales of real estate and acquisitions of controlling interests and impairments of depreciable assets, plus real estate depreciation and amortization, and after adjustments for unconsolidated entities and noncontrolling interests. Normalized FFO attributable to common stockholders represents FFO adjusted for certain items detailed in the reconciliations and described in our earnings press releases for the relevant periods.

We believe that normalized FFO attributable to common stockholders is a useful supplemental measure of operating performance because investors and equity analysts may use this measure to compare the operating performance of Welltower between periods or as compared to other REITs or other companies on a consistent basis without having to account for differences caused by unanticipated and/or incalculable items.

FFO QUARTERLY RECONCILIATIONS

(in thousands, except per share information)

	Three Months Ended				
	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024	September 30, 2024
Net income (loss) attributable to common stockholders	\$ 127,470	\$ 83,911	\$ 127,146	\$ 254,714	\$ 449,849
Depreciation and amortization	339,314	380,730	365,863	382,045	403,779
Impairments and losses (gains) on real estate dispositions and acquisitions of controlling interests, net	(63,714)	16,777	38,624	(164,049)	(248,845)
Noncontrolling interests ⁽¹⁾	(8,789)	(11,436)	(11,996)	(6,348)	(5,801)
Unconsolidated entities ⁽²⁾	24,843	21,877	37,066	27,411	36,835
NAREIT FFO attributable to common stockholders	419,124	491,859	556,703	493,773	635,817
Normalizing items:					
Loss (gain) on derivatives and financial instruments, net	2,885	(7,215)	(3,054)	(5,825)	(9,906)
Loss (gain) on extinguishment of debt, net	1	—	6	1,705	419
Provision for loan losses, net	4,059	2,517	1,014	5,163	4,193
Income tax benefits	—	(6,731)	—	—	—
Other impairment	12,309	4,333	9,356	88,318	—
Other expenses	38,220	36,307	14,131	48,684	20,239
Special Performance Options and OPP Awards	—	—	—	—	29,838
Casualty losses, net of recoveries	1,014	1,038	2,158	1,953	3,224
Foreign currency loss (gain)	82	(1,139)	609	(200)	(1,766)
Normalizing items attributable to noncontrolling interests and	7,834	8,650	4,285	3,961	6,044
Normalized FFO attributable to common stockholders	<u>\$ 485,528</u>	<u>\$ 529,619</u>	<u>\$ 585,208</u>	<u>\$ 637,532</u>	<u>\$ 688,102</u>
Average diluted common shares outstanding	525,138	552,380	577,530	604,563	618,306
Net income (loss) attributable to common stockholders per share:					
Diluted ⁽³⁾	\$ 0.24	\$ 0.15	\$ 0.22	\$ 0.42	\$ 0.73
NAREIT FFO attributable to common stockholders per share:					
Diluted	\$ 0.80	\$ 0.89	\$ 0.96	\$ 0.82	\$ 1.03
Normalized FFO attributable to common stockholders per share:					
Diluted	\$ 0.92	\$ 0.96	\$ 1.01	\$ 1.05	\$ 1.11
NAREIT FFO Payout Ratio:					
Dividends per common share	\$ 0.61	\$ 0.61	\$ 0.61	\$ 0.61	\$ 0.67
NAREIT FFO attributable to common stockholders per diluted	\$ 0.80	\$ 0.89	\$ 0.96	\$ 0.82	\$ 1.03
NAREIT FFO Payout Ratio	76 %	69 %	64 %	74 %	65 %
Normalized FFO Payout Ratio:					
Dividends per common share	\$ 0.61	\$ 0.61	\$ 0.61	\$ 0.61	\$ 0.67
Normalized FFO attributable to common stockholders per diluted	\$ 0.92	\$ 0.96	\$ 1.01	\$ 1.05	\$ 1.11
Normalized FFO Payout Ratio	66 %	64 %	60 %	58 %	60 %
Other items: ⁽⁴⁾					
Net straight-line rent and above/below market rent amortization ⁽⁵⁾	\$ (32,340)	\$ (39,296)	\$ (35,004)	\$ (37,104)	\$ (48,093)
Non-cash interest expenses ⁽⁶⁾	7,191	7,609	9,386	9,812	11,406
Recurring cap-ex, tenant improvements, and lease commissions	(50,026)	(71,726)	(51,616)	(67,348)	(81,196)
Stock-based compensation ⁽⁷⁾	8,578	8,418	11,342	10,026	9,918

(1) Represents noncontrolling interests' share of net FFO adjustments.

(2) Represents Welltower's share of net FFO adjustments from unconsolidated entities.

(3) Includes adjustment to the numerator for income (loss) attributable to OP Units and DownREIT Units.

(4) Amounts presented net of noncontrolling interests' share and Welltower's share of unconsolidated entities.

(5) Excludes normalized other impairment.

(6) Excludes normalized foreign currency loss (gain).

(7) Excludes normalized stock compensation expense related to the Special Performance Options and OPP awards.

FFO YEAR-TO-DATE RECONCILIATIONS

(in thousands, except per share information)

	Nine Months Ended	
	September 30, 2023	September 30, 2024
Net income (loss) attributable to common stockholders	\$ 256,183	\$ 831,709
Depreciation and amortization	1,020,371	1,151,687
Impairments and losses (gains) on real estate dispositions and acquisitions of controlling interests, net	(48,578)	(374,270)
Noncontrolling interests ⁽¹⁾	(34,957)	(24,145)
Unconsolidated entities ⁽²⁾	78,349	101,312
NAREIT FFO attributable to common stockholders	1,271,368	1,686,293
Normalizing items:		
Loss (gain) on derivatives and financial instruments, net	5,095	(18,785)
Loss (gain) on extinguishment of debt, net	7	2,130
Provision for loan losses, net	7,292	10,370
Income tax benefits	(246)	—
Other impairment	12,309	97,674
Other expenses	72,034	83,054
Leasehold interest termination	(65,485)	—
Special Performance Options and OPP Awards	—	29,838
Casualty losses, net of recoveries	9,069	7,335
Foreign currency loss (gain)	(490)	(1,357)
Normalizing items attributable to noncontrolling interests and unconsolidated entities, net	44,972	14,290
Normalized FFO attributable to common stockholders	\$ 1,355,925	\$ 1,910,842
Average diluted common shares outstanding:		
Diluted	507,353	600,191
Net income (loss) attributable to common stockholders per share:		
Diluted ⁽³⁾	\$ 0.50	\$ 1.39
NAREIT FFO attributable to common stockholders per share:		
Diluted	\$ 2.51	\$ 2.81
Normalized FFO attributable to common stockholders per share:		
Diluted	\$ 2.67	\$ 3.18
NAREIT FFO Payout Ratio:		
Dividends per common share	\$ 1.83	\$ 1.89
NAREIT FFO attributable to common stockholders per diluted share	\$ 2.51	\$ 2.81
NAREIT FFO Payout Ratio	73 %	67 %
Normalized FFO Payout Ratio:		
Dividends per common share	\$ 1.83	\$ 1.89
Normalized FFO attributable to common stockholders per diluted share	\$ 2.67	\$ 3.18
Normalized FFO Payout Ratio	69 %	59 %
Other items: ⁽⁴⁾		
Net straight-line rent and above/below market rent amortization ⁽⁵⁾	\$ (96,060)	\$ (120,201)
Non-cash interest expenses ⁽⁶⁾	19,643	30,604
Recurring cap-ex, tenant improvements, and lease commissions	(127,633)	(200,160)
Stock-based compensation ⁽⁷⁾	28,193	31,286

(1) Represents noncontrolling interests' share of net FFO adjustments.

(2) Represents Welltower's share of net FFO adjustments from unconsolidated entities.

(3) Includes adjustment to the numerator for income (loss) attributable to OP Units and DownREIT Units.

(4) Amounts presented net of noncontrolling interests' share and Welltower's share of unconsolidated entities.

(5) Excludes normalized other impairment.

(6) Excludes normalized foreign currency loss (gain).

(7) Excludes normalized stock compensation expense related to the Special Performance Options and OPP awards.

Earnings Outlook Reconciliation

Outlook Reconciliation: Year Ending December 31, 2024

(in millions, except per share data)

	Prior Outlook		Current Outlook	
	Low	High	Low	High
<u>FFO Reconciliation:</u>				
Net income attributable to common stockholders	\$ 918	\$ 966	\$ 1,067	\$ 1,104
Impairments and losses (gains) on real estate dispositions and acquisitions of controlling interests, net ^(1,2)	(249)	(249)	(387)	(387)
Depreciation and amortization ⁽¹⁾	1,650	1,650	1,691	1,691
NAREIT FFO attributable to common stockholders	2,319	2,367	2,371	2,408
Normalizing items, net ^(1,3)	172	172	228	228
Normalized FFO attributable to common stockholders	\$ 2,491	\$ 2,539	\$ 2,599	\$ 2,636
<u>Diluted per share data attributable to common stockholders:</u>				
Net income	\$ 1.52	\$ 1.60	\$ 1.75	\$ 1.81
NAREIT FFO	\$ 3.84	\$ 3.92	\$ 3.90	\$ 3.96
Normalized FFO	\$ 4.13	\$ 4.21	\$ 4.27	\$ 4.33
<u>Other items:⁽¹⁾</u>				
Net straight-line rent and above/below market rent amortization	\$ (144)	\$ (144)	\$ (159)	\$ (159)
Non-cash interest expenses	44	44	45	45
Recurring cap-ex, tenant improvements, and lease commissions	(251)	(251)	(257)	(257)
Stock-based compensation	41	41	41	41

(1) Amounts presented net of noncontrolling interests' share and Welltower's share of unconsolidated entities.

(2) Includes estimated gains on projected dispositions.

(3) See Page 6. Also includes estimated stock compensation expense related to the one-time 2021 Special Stock Performance Option Awards and the 2022-2025 OPP Awards for the fourth quarter assuming the performance-based metrics continue to be probable of achievement.

NOI, IPNOI, SSNOI, RevPOR, ExpPOR, SS REVPOR & SS ExpPOR

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 managers, marketing, housekeeping, food service, maintenance, utilities, property taxes and insurance. General and administrative expenses represent general overhead costs that are unrelated to property operations and unallocable to the properties. These expenses include, but are not limited to, payroll and benefits related to corporate employees, 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. Acquisitions and development conversions are included in the same store amounts five full quarters after acquisition or being placed into service. Land parcels, loans and sub-leases, as well as any properties sold or classified as held for sale during the period, are excluded from the same store amounts. Redeveloped properties (including major refurbishments of a Seniors Housing Operating property where 20% or more of units are simultaneously taken out of commission for 30 days or more or Outpatient Medical properties undergoing a change in intended use) are excluded from the same store amounts until five full quarters post completion of the redevelopment. Properties undergoing operator transitions and/or segment transitions are also excluded from the same store amounts until five full quarters post completion of the operator transition or segment transition. In addition, properties significantly impacted by force majeure, acts of God or other extraordinary adverse events are excluded from same store amounts until five full quarters after the properties are placed back into service. SSNOI excludes non-cash NOI and includes adjustments to present consistent property ownership percentages and to translate Canadian properties and UK properties using a consistent exchange rate. 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. We believe NOI, IPNOI and SSNOI 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 NOI, IPNOI and SSNOI to make decisions about resource allocations and to assess the property level performance of our properties.

RevPOR represents the average revenues generated per occupied room per month at our Seniors Housing Operating properties and ExpPOR represents the average expenses per occupied room per month at our Seniors Housing Operating properties. These metrics are calculated as the pro rata share of resident fees and services revenues or property operating expenses per the income statement divided by average monthly occupied room days. SS RevPOR and SS ExpPOR are used to evaluate the RevPOR and ExpPOR performance of our properties under a consistent population, which eliminates changes in the composition of our portfolio. They are based on the same pool of properties used for SSNOI and include any revenue and expense normalizations used for SSNOI. We use RevPOR, ExpPOR, SS RevPOR and SS ExpPOR to evaluate the revenue-generating capacity and profit potential of our 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.

NOI QUARTERLY RECONCILIATIONS

(dollars in thousands)

	Three Months Ended				
	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024	September 30, 2024
Net income (loss)	\$ 134,722	\$ 88,440	\$ 131,634	\$ 260,670	\$ 456,800
Loss (gain) on real estate dispositions and acquisitions of controlling interests, net	(71,102)	1,783	(4,707)	(166,443)	(272,266)
Loss (income) from unconsolidated entities	4,031	2,008	7,783	(4,896)	4,038
Income tax expense (benefit)	4,584	(4,768)	6,191	1,101	(4,706)
Other expenses	38,220	36,307	14,131	48,684	20,239
Impairment of assets	7,388	14,994	43,331	2,394	23,421
Provision for loan losses, net	4,059	2,517	1,014	5,163	4,193
Loss (gain) on extinguishment of debt, net	1	—	6	1,705	419
Loss (gain) on derivatives and financial instruments, net	2,885	(7,215)	(3,054)	(5,825)	(9,906)
General and administrative expenses	46,106	44,327	53,318	55,565	77,901
Depreciation and amortization	339,314	380,730	365,863	382,045	403,779
Interest expense	156,532	154,574	147,318	133,424	139,050
Consolidated net operating income	666,740	713,697	762,828	713,587	842,962
NOI attributable to unconsolidated investments ⁽¹⁾	29,488	30,785	32,090	32,720	32,043
NOI attributable to noncontrolling interests ⁽²⁾	(22,838)	(22,402)	(22,796)	(17,296)	(17,332)
Pro rata net operating income (NOI) ⁽³⁾	\$ 673,390	\$ 722,080	\$ 772,122	\$ 729,011	\$ 857,673
Pro rata NOI:					
Seniors Housing Operating	\$ 288,290	\$ 305,589	\$ 351,836	\$ 387,500	\$ 405,548
Seniors Housing Triple-net	137,547	146,027	139,841	58,508	145,975
Outpatient Medical	131,305	137,762	138,687	138,912	144,807
Long-Term/Post-Acute Care	86,426	108,638	116,665	116,931	122,381
Corporate	29,822	24,064	25,093	27,160	38,962
Total Pro rata NOI ⁽³⁾	\$ 673,390	\$ 722,080	\$ 772,122	\$ 729,011	\$ 857,673

(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.

(3) Represents Welltower's pro rata share of NOI. Includes amounts from investments sold or held for sale. NOI related to DownREITs included at 100%.

NOI YEAR-TO-DATE RECONCILIATIONS

(dollars in thousands)

	Nine Months Ended	
	September 30, 2023	September 30, 2024
Net income	\$ 269,699	\$ 849,104
Loss (gain) on real estate dispositions and acquisitions of controlling interests, net	(69,681)	(443,416)
Loss (income) from unconsolidated entities	51,434	6,925
Income tax expense (benefit)	11,132	2,586
Other expenses	72,034	83,054
Impairment of assets	21,103	69,146
Provision for loan losses, net	7,292	10,370
Loss (gain) on extinguishment of debt, net	7	2,130
Loss (gain) on derivatives and financial instruments, net	5,095	(18,785)
General and administrative expenses	134,764	186,784
Depreciation and amortization	1,020,371	1,151,687
Interest expense	453,272	419,792
Consolidated net operating income	1,976,522	2,319,377
NOI attributable to unconsolidated investments ⁽¹⁾	80,992	96,853
NOI attributable to noncontrolling interests ⁽²⁾	(72,157)	(57,424)
Pro rata NOI ⁽³⁾	<u>\$ 1,985,357</u>	<u>\$ 2,358,806</u>
Pro rata NOI:		
Seniors Housing Operating	\$ 813,960	\$ 1,144,884
Seniors Housing Triple-net	426,609	344,324
Outpatient Medical	384,962	422,406
Long-Term/Post-Acute Care	316,062	355,977
Corporate	43,764	91,215
Total Pro rata NOI ⁽³⁾	<u>\$ 1,985,357</u>	<u>\$ 2,358,806</u>

(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.

(3) Represents Welltower's pro rata share of NOI. Includes amounts from investments sold or held for sale. NOI related to DownREITs included at 100%

CURRENT QUARTER SSNOI BY SEGMENT

(dollars in thousands at Welltower pro rata ownership)

	3Q23	4Q23	1Q24	2Q24	3Q24	Y/o/Y
Seniors Housing Operating						
NOI	\$ 288,290	\$ 305,589	\$ 351,836	\$ 387,500	\$ 405,548	
Non-cash NOI on same store properties	(1,073)	(995)	(647)	(1,177)	(840)	
NOI attributable to non-same store properties	(58,152)	(71,438)	(91,639)	(115,228)	(125,424)	
Currency and ownership adjustments ⁽¹⁾	531	1,068	(16)	(285)	(1,372)	
Normalizing adjustment for government grants ⁽²⁾	(3,490)	(26)	(198)	(72)	(185)	
Other normalizing adjustments ⁽³⁾	608	1,781	972	4,857	1,122	
SSNOI	226,714	235,979	260,308	275,595	278,849	23.0%
Seniors Housing Triple-net						
NOI	137,547	146,027	139,841	58,508	145,975	
Non-cash NOI on same store properties	(9,253)	(11,923)	(8,872)	(8,360)	(7,015)	
NOI attributable to non-same store properties	(55,570)	(60,658)	(56,123)	26,505	(61,552)	
Currency and ownership adjustments ⁽¹⁾	(312)	36	(346)	(241)	(817)	
SSNOI	72,412	73,482	74,500	76,412	76,591	5.8%
Outpatient Medical						
NOI	131,305	137,762	138,687	138,912	144,807	
Non-cash NOI on same store properties	(5,131)	(5,686)	(3,418)	(4,080)	(7,010)	
NOI attributable to non-same store properties	(3,194)	(4,766)	(8,861)	(9,269)	(10,224)	
Currency and ownership adjustments ⁽¹⁾	833	66	45	37	(89)	
Other normalizing adjustments ⁽³⁾	1,255	(757)	(100)	734	282	
SSNOI	125,068	126,619	126,353	126,334	127,766	2.2%
Long-Term/Post-Acute Care						
NOI	86,426	108,638	116,665	116,931	122,381	
Non-cash NOI on same store properties	(11,256)	(11,195)	(10,189)	(10,220)	(9,970)	
NOI attributable to non-same store properties	(18,768)	(41,108)	(48,861)	(49,252)	(54,494)	
Currency and ownership adjustments ⁽¹⁾	(25)	—	(16)	9	5	
Other normalizing adjustments ⁽³⁾	(122)	—	—	111	—	
SSNOI	56,255	56,335	57,599	57,579	57,922	3.0%
Corporate						
NOI	29,822	24,064	25,093	27,160	38,962	
NOI attributable to non-same store properties	(29,822)	(24,064)	(25,093)	(27,160)	(38,962)	
SSNOI	—	—	—	—	—	
Total						
NOI	673,390	722,080	772,122	729,011	857,673	
Non-cash NOI on same store properties	(26,713)	(29,799)	(23,126)	(23,837)	(24,835)	
NOI attributable to non-same store properties	(165,506)	(202,034)	(230,577)	(174,404)	(290,656)	
Currency and ownership adjustments ⁽¹⁾	1,027	1,170	(333)	(480)	(2,273)	
Normalizing adjustments, net	(1,749)	998	674	5,630	1,219	
SSNOI	\$ 480,449	\$ 492,415	\$ 518,760	\$ 535,920	\$ 541,128	12.6%

(1) Includes adjustments to reflect consistent property ownership percentages, to translate Canadian properties at a USD/CAD rate of 1.36 and to translate UK properties at a GBP/USD rate of 1.25.

(2) Represents normalizing adjustment for amounts recognized related to Health and Human Services Provide Relief Fund in the United States and similar programs in the United Kingdom and Canada.

(3) Represents aggregate normalizing adjustments which are individually less than 0.50% of SSNOI growth per property type.

IPNOI RECONCILIATION

(in thousands at Welltower pro rata ownership)

	<u>Seniors Housing Operating</u>	<u>Seniors Housing Triple-net</u>	<u>Outpatient Medical</u>	<u>Long-Term /Post-Acute Care</u>	<u>Corporate</u>	<u>Total</u>
Three months ended September 30, 2024						
Revenues	\$ 1,572,923	\$ 152,078	\$ 209,602	\$ 125,817	\$ 43,653	\$ 2,104,073
Property operating expenses	<u>(1,167,375)</u>	<u>(6,103)</u>	<u>(64,795)</u>	<u>(3,436)</u>	<u>(4,691)</u>	<u>(1,246,400)</u>
NOI ⁽¹⁾	405,548	145,975	144,807	122,381	38,962	857,673
Adjust:						
Interest income	(15,966)	(35,542)	(852)	(20,382)	—	(72,742)
Other income	(2,311)	77	164	(201)	(38,946)	(41,217)
Sold / held for sale ⁽²⁾	(2,785)	(4,876)	89	(2,195)	—	(9,767)
Non operational ⁽³⁾	10,609	—	(174)	(320)	—	10,115
Non In-Place NOI ⁽⁴⁾	(5,386)	(21,103)	(8,240)	(16,249)	(16)	(50,994)
Timing adjustments ⁽⁵⁾	<u>13,529</u>	<u>379</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>13,908</u>
Total adjustments	<u>(2,310)</u>	<u>(61,065)</u>	<u>(9,013)</u>	<u>(39,347)</u>	<u>(38,962)</u>	<u>(150,697)</u>
In-Place NOI	<u>403,238</u>	<u>84,910</u>	<u>135,794</u>	<u>83,034</u>	<u>—</u>	<u>706,976</u>
Annualized In-Place NOI	<u>\$ 1,612,952</u>	<u>\$ 339,640</u>	<u>\$ 543,176</u>	<u>\$ 332,136</u>	<u>\$ —</u>	<u>\$ 2,827,904</u>

(1) Represents Welltower's pro rata share of NOI. See page 9 for more information.

(2) Includes 15 Seniors Housing Triple-net properties accounted for as sales-type leases expected to be sold to tenants

(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.

RECONCILIATIONS OF SHO SS RevPOR GROWTH, SSNOI GROWTH AND SSNOI/UNIT

(dollars in thousands, except SS REVPOR and SSNOI/unit)

	United States		United Kingdom		Canada		Total	
	3Q23	3Q24	3Q23	3Q24	3Q23	3Q24	3Q23	3Q24
SHO SS RevPOR Growth								
Consolidated SHO revenues	\$ 970,588	\$ 1,271,302	\$ 112,267	\$ 126,292	\$ 121,044	\$ 132,756	\$ 1,203,899	\$ 1,530,350
Unconsolidated SHO revenues attributable to WELL ⁽¹⁾	30,953	32,656	2,990	3,862	25,607	27,976	59,550	64,494
SHO revenues attributable to noncontrolling interests ⁽²⁾	(17,171)	(19,230)	(265)	(338)	(24,260)	(2,353)	(41,696)	(21,921)
SHO pro rata revenues ⁽³⁾	984,370	1,284,728	114,992	129,816	122,391	158,379	1,221,753	1,572,923
Non-cash and non-RevPOR revenues on same store properties	(2,128)	(1,847)	—	(307)	(263)	(405)	(2,391)	(2,559)
Revenues attributable to non-same store properties	(178,815)	(408,597)	(852)	(73)	(74,660)	(104,983)	(254,327)	(513,653)
Currency and ownership adjustments ⁽⁴⁾	182	—	(1,906)	(5,517)	2,150	154	426	(5,363)
SHO SS RevPOR revenues ⁽⁵⁾	\$ 803,609	\$ 874,284	\$ 112,234	\$ 123,919	\$ 49,618	\$ 53,145	\$ 965,461	\$ 1,051,348
Avg. occupied units/month ⁽⁶⁾	42,998	44,676	3,907	4,147	6,693	6,839	53,598	55,662
SHO SS RevPOR ⁽⁷⁾	\$ 6,179	\$ 6,470	\$ 9,497	\$ 9,879	\$ 2,451	\$ 2,569	\$ 5,955	\$ 6,245
SS RevPOR YOY growth		4.7 %		4.0 %		4.8 %		4.9 %
SHO SSNOI Growth								
Consolidated SHO NOI	\$ 226,086	\$ 315,200	\$ 21,443	\$ 33,216	\$ 37,380	\$ 46,047	\$ 284,909	\$ 394,463
Unconsolidated SHO NOI attributable to WELL ⁽¹⁾	8,459	11,051	900	688	9,679	10,970	19,038	22,709
SHO NOI attributable to noncontrolling interests ⁽²⁾	(8,565)	(10,147)	(268)	(338)	(6,824)	(1,139)	(15,657)	(11,624)
SHO pro rata NOI ⁽³⁾	225,980	316,104	22,075	33,566	40,235	55,878	288,290	405,548
Non-cash NOI on same store properties	(1,070)	(841)	(3)	1	—	—	(1,073)	(840)
NOI attributable to non-same store properties	(36,154)	(92,115)	(852)	52	(21,146)	(33,361)	(58,152)	(125,424)
Currency and ownership adjustments ⁽⁴⁾	16	—	(333)	(1,435)	848	63	531	(1,372)
Normalizing adjustment for government grants ⁽⁸⁾	(3,490)	(185)	—	—	—	—	(3,490)	(185)
Other normalizing adjustments ⁽⁹⁾	608	1,201	—	—	—	(79)	608	1,122
SHO pro rata SSNOI ⁽⁵⁾	\$ 185,890	\$ 224,164	\$ 20,887	\$ 32,184	\$ 19,937	\$ 22,501	\$ 226,714	\$ 278,849
SHO SSNOI growth		20.6 %		54.1 %		12.9 %		23.0 %
SHO SSNOI/Unit								
Trailing four quarters' SSNOI ⁽⁵⁾		\$ 848,235		\$ 116,734		\$ 85,762		\$ 1,050,731
Average units in service ⁽¹⁰⁾		51,864		5,114		7,783		64,761
SSNOI/unit in USD		\$ 16,355		\$ 22,826		\$ 11,019		\$ 16,225
SSNOI/unit in local currency ⁽⁴⁾				£ 19,022		\$ 15,095		

(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.

(3) Represents SHO revenues/NOI 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 1.36 and to translate UK properties at a GBP/USD rate of 1.25

(5) Represents SS SHO RevPOR revenues/SSNOI at Welltower pro rata ownership.

(6) Represents average occupied units for SS properties related solely to referenced country on a pro rata basis.

(7) Represents pro rata SS average revenues generated per occupied room per month.

(8) Represents normalizing adjustment for amounts recognized related to Health and Human Services Provide Relief Fund in the United States and similar programs in the United Kingdom and Canada.

(9) Represents aggregate normalizing adjustments which are individually less than .50% of SSNOI growth.

(10) Represents average units in service for SS properties related solely to referenced country on a pro rata basis.

RECONCILIATIONS OF SHO SS ExpPOR GROWTH

(dollars in thousands, except SS ExpPOR and units)

	1Q23	1Q24	2Q23	2Q24	3Q23	3Q24		
SHO SS ExpPOR Growth								
Consolidated SHO property operating expenses	\$ 883,784	\$ 1,019,347	\$ 885,187	\$ 1,034,906	\$ 918,990	\$ 1,135,887		
Unconsolidated SHO expenses attributable to WELL ⁽¹⁾	47,455	41,799	49,411	40,123	40,513	41,785		
SHO expenses attributable to noncontrolling interests ⁽²⁾	(36,258)	(26,164)	(32,530)	(8,638)	(26,040)	(10,297)		
SHO pro rata expenses ⁽³⁾	894,981	1,034,982	902,068	1,066,391	933,463	1,167,375		
Non-cash expenses on same store properties	(257)	(212)	(231)	(807)	(145)	(197)		
Expenses attributable to non-same store properties	(204,263)	(295,851)	(246,697)	(363,603)	(196,174)	(388,227)		
Currency and ownership adjustments ⁽⁴⁾	5,692	(943)	3,977	(547)	(103)	(3,992)		
Normalizing adjustment for management fees ⁽⁵⁾	4,298	—	4,732	(4,076)	—	—		
Normalizing adjustment for casualty related expenses ⁽⁶⁾	(3,931)	(1,945)	(2,714)	(771)	—	—		
Normalizing adjustment for government grants ⁽⁷⁾	—	198	5,347	72	3,053	186		
Other normalizing adjustments ⁽⁸⁾	—	—	800	—	(170)	(1,123)		
Total normalizing adjustment	—	—	3,434	(4,775)	3,062	(937)		
SHO SS expenses ⁽⁹⁾	\$ 696,520	\$ 736,441	\$ 667,282	\$ 696,659	\$ 739,924	\$ 774,022		
Average occupied units/month ⁽¹⁰⁾	57,143	59,502	50,982	52,686	53,598	55,662		
SHO SS ExpPOR ⁽¹¹⁾	\$ 4,119	\$ 4,137	\$ 4,375	\$ 4,420	\$ 4,564	\$ 4,597		
SS ExpPOR YOY growth		0.4 %		1.0 %		0.7 %		
	1Q22	1Q23	2Q22	2Q23	3Q22	3Q23	4Q22	4Q23
Consolidated SHO property operating expenses	\$ 791,975	\$ 883,784	\$ 789,299	\$ 885,187	\$ 841,914	\$ 918,990	\$ 870,904	\$ 967,547
Unconsolidated SHO expenses attributable to WELL ⁽¹⁾	39,545	47,455	39,657	49,411	39,416	40,512	45,228	41,767
SHO expenses attributable to noncontrolling interests ⁽²⁾	(56,177)	(36,258)	(51,778)	(32,530)	(49,774)	(26,039)	(49,650)	(27,237)
SHO pro rata expenses ⁽³⁾	775,343	894,981	777,178	902,068	831,556	933,463	866,482	982,077
Non-cash expenses on same store properties	(416)	(389)	(181)	(219)	(207)	(233)	(219)	(160)
Expenses attributable to non-same store properties	(75,614)	(138,124)	(176,092)	(244,557)	(189,658)	(237,189)	(209,503)	(266,152)
Currency and ownership adjustments ⁽⁴⁾	1,689	(1,892)	9,320	(2,997)	14,864	(3,405)	18,580	(1,105)
Normalizing adjustment for government grants ⁽⁷⁾	1,993	51	13,061	5,352	—	—	1,178	26
Normalizing adjustment for management fees ⁽¹²⁾	—	—	—	—	3,216	—	4,317	702
Normalizing adjustment for casualty related expenses ⁽⁶⁾	156	(5,050)	—	—	(1,160)	(27)	(4,626)	(825)
Other normalizing adjustments ⁽⁸⁾	(385)	—	(1,546)	(1,610)	2,188	2,113	(44)	—
Total normalizing adjustment	(1,764)	4,999	(11,515)	(3,742)	4,244	2,086	825	(97)
SHO SS expenses ⁽⁹⁾	\$ 702,766	\$ 746,278	\$ 621,740	\$ 658,037	\$ 660,799	\$ 694,722	\$ 676,165	\$ 714,563
Average occupied units/month ⁽¹⁰⁾	57,508	59,221	54,537	55,788	57,914	59,445	55,773	57,976
SHO SS ExpPOR ⁽¹¹⁾	\$ 4,130	\$ 4,166	\$ 3,811	\$ 3,943	\$ 3,772	\$ 3,864	\$ 4,008	\$ 4,075
SS ExpPOR YOY growth		0.9 %		3.5 %		2.4 %		1.7 %

(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.

(3) Represents SHO property operating expenses at Welltower pro rata ownership.

(4) Includes where appropriate adjustments to reflect consistent property ownership percentages and foreign currency rates.

(5) Represents normalizing adjustments related to the accrual for an incentive management fee for one Seniors Housing Operating partner and the disposition of our ownership interest in three Seniors Housing Operating management company investments.

(6) Represents normalizing adjustment related to casualty related expenses net of any insurance reimbursements.

(7) Represents normalizing adjustment for 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.

(8) Represents aggregate normalizing adjustments which are individually less than .50% of SSNOI growth.

(9) Represents SS SHO property operating expenses at Welltower pro rata ownership.

(10) Represents average occupied units for SS properties.

(11) Represents pro rata SS average expenses per occupied room per month.

(12) Represents normalizing adjustment related to the disposition of our ownership interest in Seniors Housing Operating management company investments.

RECONCILIATIONS OF SHO SS ExpPOR GROWTH (cont.)

(dollars in thousands, except SS ExpPOR and units)

	1Q21	1Q22	2Q21	2Q22	3Q21	3Q22	4Q21	4Q22
SHO SS ExpPOR Growth								
Consolidated SHO property operating expenses	\$ 555,968	\$ 789,928	\$ 582,361	\$ 789,299	\$ 666,610	\$ 841,914	\$ 724,405	\$ 870,904
Unconsolidated SHO expenses attributable to WELL ⁽¹⁾	31,311	39,518	33,678	39,509	27,469	34,099	30,546	40,160
SHO expenses attributable to noncontrolling interests ⁽²⁾	(48,221)	(54,510)	(31,555)	(51,630)	(49,838)	(44,457)	(56,350)	(44,582)
SHO pro rata expenses ⁽³⁾	539,058	774,936	584,484	777,178	644,241	831,556	698,601	866,482
Non-cash expenses on same store properties	16	(488)	(12,839)	(409)	(421)	(385)	106	(360)
Expenses attributable to non-same store properties	(79,318)	(237,454)	(87,220)	(251,091)	(138,088)	(281,292)	(116,235)	(246,391)
Currency and ownership adjustments ⁽⁴⁾	87	(572)	(1,111)	1,653	209	4,272	1,598	7,931
Normalizing adjustment for casualty related expenses ⁽⁵⁾	—	—	(1,824)	(1,259)	(1,130)	(945)	(4,442)	(2,735)
Normalizing adjustment for government grants ⁽⁶⁾	32,457	1,304	8,130	15,777	4,978	2,435	12,599	2,330
Normalizing adjustment for prior period allowance ⁽⁷⁾	—	—	(1,670)	—	—	—	—	—
Normalizing adjustment for management fee reduction ⁽⁸⁾	—	—	2,044	—	—	—	—	—
Other normalizing adjustments ⁽⁹⁾	(770)	249	356	—	(184)	—	(312)	—
SHO SS expenses ⁽¹⁰⁾	\$ 491,530	\$ 537,975	\$ 490,350	\$ 541,849	\$ 509,605	\$ 555,641	\$ 591,915	\$ 627,257
Average occupied units/month ⁽¹¹⁾	38,479	40,908	38,854	41,469	40,187	42,260	49,987	51,251
SHO SS ExpPOR ⁽¹²⁾	\$ 4,317	\$ 4,445	\$ 4,218	\$ 4,367	\$ 4,192	\$ 4,347	\$ 3,915	\$ 4,046
SS ExpPOR YOY growth		3.0 %		3.5 %		3.7 %		3.3 %

	1Q20	1Q21	2Q20	2Q21	3Q20	3Q21	4Q20	4Q21
Consolidated SHO property operating expenses	\$ 607,871	\$ 555,968	\$ 595,513	\$ 582,361	\$ 567,704	\$ 666,610	\$ 555,223	\$ 724,405
Unconsolidated SHO expenses attributable to WELL ⁽¹⁾	29,442	31,311	29,139	33,678	30,251	27,469	29,993	30,546
SHO expenses attributable to noncontrolling interests ⁽²⁾	(54,780)	(48,221)	(51,610)	(31,555)	(47,199)	(49,838)	(45,751)	(56,350)
SHO pro rata expenses ⁽³⁾	582,533	539,058	573,042	584,484	550,756	644,241	539,465	698,601
Non-cash expenses on same store properties	82	(17)	110	(12,909)	216	(477)	(470)	(527)
Expenses attributable to non-same store properties	(61,662)	(60,246)	(54,837)	(63,495)	(45,090)	(118,711)	(81,958)	(197,811)
Currency and ownership adjustments ⁽⁴⁾	7,223	106	11,878	(2,494)	712	(228)	2,740	368
Normalizing adjustment for casualty related expenses ⁽⁵⁾	—	—	—	(1,192)	—	(1,387)	—	(3,942)
Normalizing adjustment for government grants ⁽⁶⁾	—	33,770	—	9,327	—	5,166	9,586	13,680
Normalizing adjustment for prior period allowance ⁽⁷⁾	—	—	—	(1,527)	—	—	—	—
Normalizing adjustment for management fee reduction ⁽⁸⁾	—	—	—	2,058	—	—	—	—
Normalizing adjustment for policy change ⁽¹³⁾	—	—	(518)	—	—	—	—	—
Other normalizing adjustments ⁽⁹⁾	(1,658)	—	333	356	(254)	(98)	(171)	101
SHO SS expenses ⁽¹⁰⁾	\$ 526,518	\$ 512,671	\$ 530,008	\$ 514,608	\$ 506,340	\$ 528,506	\$ 469,192	\$ 510,470
Average occupied units/month ⁽¹¹⁾	44,023	38,056	42,583	39,074	40,736	39,716	38,190	38,686
SHO SS ExpPOR ⁽¹²⁾	\$ 4,042	\$ 4,553	\$ 4,160	\$ 4,402	\$ 4,109	\$ 4,400	\$ 4,062	\$ 4,363
SS ExpPOR YOY growth		12.6 %		5.8 %		7.1 %		7.4 %

(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 property operating expenses related to certain leasehold properties.

(3) Represents SHO property operating expenses at Welltower pro rata ownership.

(4) Includes where appropriate adjustments to reflect consistent property ownership percentages and foreign currency rates.

(5) Represents normalizing adjustment related to casualty related expenses net of any insurance reimbursements.

(6) 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.

(7) Represents normalizing adjustment related to an allowance of prior period rent related to one Seniors Housing Operating lease.

(8) Represents normalizing adjustment related to a management fee reduction for one Seniors Housing Operating partner.

(9) Represents aggregate normalizing adjustments which are individually less than .50% of SSNOI growth.

(10) Represents SHO same store property operating expenses at Welltower pro rata ownership.

(11) Represents average occupied units for SS properties.

(12) Represents pro rata SS average expenses per occupied room per month.

(13) Represents normalizing adjustment to reflect the application of consistent policies for all periods presented for one Seniors Housing Operator.

RECONCILIATIONS OF SHO SS ExpPOR GROWTH (cont.)

(dollars in thousands, except SS ExpPOR and units)

	1Q19	1Q20	2Q19	2Q20	3Q19	3Q20	4Q19	4Q20
SHO SS ExpPOR Growth								
Consolidated SHO property operating expenses	\$ 607,686	\$ 607,871	\$ 637,317	\$ 595,513	\$ 581,341	\$ 567,704	\$ 591,005	\$ 555,223
Unconsolidated SHO expenses attributable to WELL ⁽¹⁾	27,308	29,442	26,084	29,139	26,502	30,245	27,627	29,993
SHO expenses attributable to noncontrolling interests ⁽²⁾	(54,077)	(54,780)	(55,565)	(51,610)	(53,061)	(47,194)	(53,737)	(45,751)
SHO pro rata expenses ⁽³⁾	580,917	582,533	607,836	573,042	554,782	550,755	564,895	539,465
Non-cash expenses on same store properties	(1,203)	39	(779)	118	2,976	159	(148)	(503)
Expenses attributable to non-same store properties	(163,643)	(134,942)	(138,064)	(86,447)	(67,115)	(63,384)	(59,195)	(54,240)
Currency and ownership adjustments ⁽⁴⁾	4,781	1,757	(1,673)	2,668	2,277	1,169	40	(1,642)
Normalizing adjustment for government grants ⁽⁵⁾	—	—	—	—	—	—	—	11,797
Normalizing adjustment for insurance reimbursement ⁽⁶⁾	2,174	—	—	—	—	—	—	—
Normalizing adjustment for health insurance costs ⁽⁷⁾	—	(1,499)	—	—	—	—	—	—
Normalizing adjustment for real estate taxes ⁽⁸⁾	2,492	—	—	—	—	—	—	—
Other normalizing adjustments ⁽⁹⁾	378	(517)	351	(519)	823	(518)	(372)	(173)
SHO SS expenses ⁽¹⁰⁾	\$ 425,896	\$ 447,371	\$ 467,671	\$ 488,862	\$ 493,743	\$ 488,181	\$ 505,220	\$ 494,704
Average occupied units/month ⁽¹¹⁾	37,092	36,852	42,724	40,839	43,271	39,705	43,541	38,968
SHO SS ExpPOR ⁽¹²⁾	\$ 3,881	\$ 4,103	\$ 3,659	\$ 4,001	\$ 3,772	\$ 4,065	\$ 3,836	\$ 4,197
SS ExpPOR YOY growth		5.7 %		9.3 %		7.8 %		9.4 %

	1Q18	1Q19	2Q18	2Q19	3Q18	3Q19	4Q18	4Q19
Consolidated SHO property operating expenses	\$ 511,941	\$ 607,686	\$ 525,662	\$ 637,317	\$ 610,659	\$ 581,341	\$ 607,170	\$ 591,005
Unconsolidated SHO expenses attributable to WELL ⁽¹⁾	26,759	27,308	26,469	26,084	26,559	26,502	27,475	27,627
SHO expenses attributable to noncontrolling interests ⁽²⁾	(54,063)	(54,077)	(53,853)	(55,565)	(51,693)	(53,061)	(52,233)	(53,737)
SHO pro rata expenses ⁽³⁾	484,637	580,917	498,278	607,836	585,525	554,782	582,412	564,895
Non-cash expenses on same store properties	874	(1,203)	795	(779)	852	2,967	450	(164)
Expenses attributable to non-same store properties	(55,735)	(109,753)	(133,752)	(191,910)	(177,557)	(134,811)	(179,733)	(140,680)
Currency and ownership adjustments ⁽⁴⁾	(4,856)	900	1,505	3,833	3,782	2,889	5,339	984
Normalizing adjustment for SH-NNN to SHO conversions ⁽¹³⁾	32,028	—	33,004	—	—	—	—	—
Normalizing adjustment for insurance reimbursement ⁽⁶⁾	—	2,174	—	—	—	—	—	—
Normalizing adjustment for real estate taxes ⁽⁸⁾	—	2,492	—	—	—	—	—	—
Other normalizing adjustments ⁽⁹⁾	(87)	(295)	(366)	—	245	—	712	(736)
SHO SS expenses ⁽¹⁰⁾	\$ 456,861	\$ 475,232	\$ 399,464	\$ 418,980	\$ 412,847	\$ 425,827	\$ 409,180	\$ 424,299
Average occupied units/month ⁽¹¹⁾	38,296	38,605	35,852	36,069	36,516	36,373	35,599	35,442
SHO SS ExpPOR ⁽¹²⁾	\$ 4,032	\$ 4,160	\$ 3,724	\$ 3,883	\$ 3,738	\$ 3,871	\$ 3,800	\$ 3,958
SS ExpPOR YOY growth		3.2 %		4.3 %		3.6 %		4.2 %

(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 property operating expenses related to certain leasehold properties.

(3) Represents SHO property operating expenses at Welltower pro rata ownership.

(4) Includes where appropriate adjustments to reflect consistent property ownership percentages and foreign currency rates.

(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 normalizing adjustment related to insurance reimbursements for one Seniors Housing Operating property.

(7) Represents normalizing adjustment related to health insurance costs for prior periods for two Seniors Housing Operating properties.

(8) Represents normalizing adjustment related to real estate taxes for one Seniors Housing Operating property.

(9) Represents aggregate normalizing adjustments which are individually less than .50% of SSNOI growth.

(10) Represents SHO same store property operating expenses at Welltower pro rata ownership.

(11) Represents average occupied units for SS properties.

(12) Represents pro rata SS average expenses per occupied room per month.

(13) Represents the expenses of certain properties that were converted from Seniors Housing Triple-net to Seniors Housing Operating with the same operator. Amounts derived from unaudited operating results provided by the operator and were not a component of WELL earnings.

SHO RevPOR

(dollars in thousands, except RevPOR)

	Three months ended September 30, 2024			
	United States	United Kingdom	Canada	Total
Consolidated SHO revenues	\$ 1,271,302	\$ 126,292	\$ 132,756	\$ 1,530,350
Unconsolidated SHO revenues attributable to Welltower ⁽¹⁾	32,656	3,862	27,976	64,494
SHO revenues attributable to noncontrolling interests ⁽²⁾	(19,230)	(338)	(2,353)	(21,921)
SHO pro rata revenues ⁽³⁾	1,284,728	129,816	158,379	1,572,923
SHO interest and other income	(8,015)	(374)	(587)	(8,976)
SHO revenues attributable to sold and held for sale properties	(950)	—	(11,451)	(12,401)
Currency and ownership adjustments ⁽⁴⁾	(14,640)	—	(1,519)	(16,159)
SHO local revenues	1,261,123	129,442	144,822	1,535,387
Average occupied units/month	70,424	4,147	16,710	91,281
RevPOR/month in USD	\$ 5,921	\$ 10,320	\$ 2,865	\$ 5,561
RevPOR/month in local currency ⁽⁴⁾		£ 8,600	\$ 3,925	

(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.

(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 1.36 and to translate UK properties at a GBP/USD rate of 1.25.



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 on disposition of properties and acquisitions of controlling interests, impairment of assets, 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. We primarily use these measures to determine our interest coverage ratio, which represents EBITDA and Adjusted EBITDA divided by total interest, and our fixed charge coverage ratio, which represents EBITDA and Adjusted EBITDA divided by fixed charges. Fixed charges include total interest, secured debt principal amortization and preferred dividends. Our leverage ratios include net debt to Adjusted EBITDA, book capitalization, undepreciated book capitalization and consolidated enterprise value. Book capitalization represents the sum of net debt (defined as total long-term debt, excluding operating lease liabilities, less cash and cash equivalents and restricted cash), total equity and redeemable noncontrolling interests. Undepreciated book capitalization represents book capitalization adjusted for accumulated depreciation and amortization. Consolidated enterprise value represents book capitalization adjusted for the fair market value of our common stock. Our leverage ratios are defined as the proportion of net debt to total capitalization.

EBITDA AND ADJUSTED EBITDA QUARTERLY RECONCILIATIONS

(dollars in thousands)

	Three Months Ended				
	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024	September 30, 2024
Net income (loss)	\$ 134,722	\$ 88,440	\$ 131,634	\$ 260,670	\$ 456,800
Interest expense	156,532	154,574	147,318	133,424	139,050
Income tax expense (benefit)	4,584	(4,768)	6,191	1,101	(4,706)
Depreciation and amortization	339,314	380,730	365,863	382,045	403,779
EBITDA	635,152	618,976	651,006	777,240	994,923
Loss (income) from unconsolidated entities	4,031	2,008	7,783	(4,896)	4,038
Stock-based compensation	8,578	8,418	11,342	10,026	39,756
Loss (gain) on extinguishment of debt, net	1	—	6	1,705	419
Loss (gain) on real estate dispositions and acquisitions of controlling interests, net	(71,102)	1,783	(4,707)	(166,443)	(272,266)
Impairment of assets	7,388	14,994	43,331	2,394	23,421
Provision for loan losses, net	4,059	2,517	1,014	5,163	4,193
Loss (gain) on derivatives and financial instruments, net	2,885	(7,215)	(3,054)	(5,825)	(9,906)
Other expenses	38,220	36,307	14,131	48,684	20,239
Casualty losses, net of recoveries	1,014	1,038	2,158	1,953	3,224
Other impairment ⁽¹⁾	12,309	4,333	9,356	88,318	—
Total adjustments	7,383	64,183	81,360	(18,921)	(186,882)
Adjusted EBITDA	\$ 642,535	\$ 683,159	\$ 732,366	\$ 758,319	\$ 808,041
Interest Coverage Ratios:					
Interest expense	\$ 156,532	\$ 154,574	\$ 147,318	\$ 133,424	\$ 139,050
Capitalized interest	13,947	14,547	14,809	14,478	15,668
Non-cash interest expense	(6,716)	(5,871)	(9,284)	(8,953)	(9,008)
Total interest	\$ 163,763	\$ 163,250	\$ 151,843	\$ 138,949	\$ 145,710
EBITDA	\$ 635,152	\$ 618,976	\$ 651,006	\$ 777,240	\$ 994,923
Interest coverage ratio	3.88 x	3.79 x	4.29 x	5.59 x	6.83 x
Adjusted EBITDA	\$ 642,535	\$ 683,159	\$ 732,366	\$ 758,319	\$ 808,041
Adjusted interest coverage ratio	3.92 x	4.18 x	4.82 x	5.46 x	5.55 x
Fixed Charge Coverage Ratios:					
Total interest	\$ 163,763	\$ 163,250	\$ 151,843	\$ 138,949	\$ 145,710
Secured debt principal amortization	12,865	12,430	11,887	10,107	10,417
Total fixed charges	\$ 176,628	\$ 175,680	\$ 163,730	\$ 149,056	\$ 156,127
EBITDA	\$ 635,152	\$ 618,976	\$ 651,006	\$ 777,240	\$ 994,923
Fixed charge coverage ratio	3.60 x	3.52 x	3.98 x	5.21 x	6.37 x
Adjusted EBITDA	\$ 642,535	\$ 683,159	\$ 732,366	\$ 758,319	\$ 808,041
Adjusted fixed charge coverage ratio	3.64 x	3.89 x	4.47 x	5.09 x	5.18 x
Net Debt Ratios:					
Total debt ⁽²⁾	\$ 15,899,420	\$ 15,815,226	\$ 14,285,686	\$ 14,027,128	\$ 15,854,937
Less: cash and cash equivalents and restricted cash	(2,686,711)	(2,076,083)	(2,478,335)	(2,863,598)	(3,784,408)
Net debt	\$ 13,212,709	\$ 13,739,143	\$ 11,807,351	\$ 11,163,530	\$ 12,070,529
EBITDA Annualized	\$ 2,540,608	\$ 2,475,904	\$ 2,604,024	\$ 3,108,960	\$ 3,979,692
Net debt to EBITDA ratio	5.20 x	5.55 x	4.53 x	3.59 x	3.03 x
Adjusted EBITDA Annualized	\$ 2,570,140	\$ 2,732,636	\$ 2,929,464	\$ 3,033,276	\$ 3,232,164
Net debt to Adjusted EBITDA ratio	5.14 x	5.03 x	4.03 x	3.68 x	3.73 x

(1) Represents the write off of straight-line rent receivable and unamortized lease incentive balances related to leases placed on cash recognition.

(2) Includes unamortized premiums/discounts, other fair value adjustments and financing lease liabilities. Excludes operating lease liabilities related to ASC 842 adoption.

EBITDA AND ADJUSTED EBITDA YEAR-TO-DATE RECONCILIATIONS

(dollars in thousands)

	Nine Months Ended	
	September 30, 2023	September 30, 2024
Net income	\$ 269,699	\$ 849,104
Interest expense	453,272	419,792
Income tax expense (benefit)	11,132	2,586
Depreciation and amortization	1,020,371	1,151,687
EBITDA	1,754,474	2,423,169
Loss (income) from unconsolidated entities	51,434	6,925
Stock-based compensation	28,193	61,124
Loss (gain) on extinguishment of debt, net	7	2,130
Loss (gain) on real estate dispositions and acquisitions of controlling interests, net	(69,681)	(443,416)
Impairment of assets	21,103	69,146
Provision of loan losses, net	7,292	10,370
Loss (gain) on derivatives and financial instruments, net	5,095	(18,785)
Other expenses	72,034	83,054
Lease termination and leasehold interest adjustment ⁽¹⁾	(65,485)	—
Casualty losses, net of recoveries	9,069	7,335
Other impairment ⁽²⁾	12,309	97,674
Total adjustments	71,370	(124,443)
Adjusted EBITDA	\$ 1,825,844	\$ 2,298,726
Interest Coverage Ratios:		
Interest expense	453,272	419,792
Non-cash interest expense	(17,623)	(27,245)
Capitalized interest	36,152	43,955
Total interest	471,801	436,502
EBITDA	\$ 1,754,474	\$ 2,423,169
Interest coverage ratio	3.72 x	5.55 x
Adjusted EBITDA	\$ 1,825,844	\$ 2,298,726
Adjusted interest coverage ratio	3.87 x	5.27 x
Fixed Charge Coverage Ratios:		
Total interest	\$ 471,801	\$ 436,502
Secured debt principal amortization	41,646	32,411
Total fixed charges	513,447	468,913
EBITDA	\$ 1,754,474	\$ 2,423,169
Fixed charge coverage ratio	3.42 x	5.17 x
Adjusted EBITDA	\$ 1,825,844	\$ 2,298,726
Adjusted fixed charge coverage ratio	3.56 x	4.90 x

(1) Primarily relates to the derecognition of leasehold interests and the gain recognized in other income.

(2) Represents the write off or recovery of straight-line rent receivable and unamortized lease incentive balances relating to leases placed on cash recognition.

EBITDA AND ADJUSTED EBITDA TRAILING TWELVE MONTHS RECONCILIATIONS

(dollars in thousands)

	Twelve Months Ended				
	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024	September 30, 2024
Net income	\$ 271,497	\$ 358,139	\$ 461,138	\$ 615,466	\$ 937,544
Interest expense	593,663	607,846	610,761	591,848	574,366
Income tax expense (benefit)	7,044	6,364	9,510	7,108	(2,182)
Depreciation and amortization	1,362,657	1,401,101	1,427,852	1,467,952	1,532,417
EBITDA	2,234,861	2,373,450	2,509,261	2,682,374	3,042,145
Loss (income) from unconsolidated entities	56,084	53,442	54,154	8,926	8,933
Stock-based compensation	34,762	36,611	38,829	38,364	69,542
Loss (gain) on extinguishment of debt, net	94	7	8	1,712	2,130
Loss (gain) on real estate dispositions and acquisitions of controlling interests, net	(65,258)	(67,898)	(71,858)	(240,469)	(441,633)
Impairment of assets	34,249	36,097	66,799	68,107	84,140
Provision of loan losses, net	17,761	9,809	10,046	12,753	12,887
Loss (gain) on derivatives and financial instruments, net	5,353	(2,120)	(6,104)	(13,209)	(26,000)
Other expenses	96,988	108,341	99,727	137,342	119,361
Leasehold interest termination ⁽¹⁾	(65,485)	(65,485)	(65,485)	—	—
Casualty losses, net of recoveries	16,446	10,107	7,778	6,163	8,373
Other impairment ⁽²⁾	12,309	16,642	25,998	114,316	102,007
Total adjustments	143,303	135,553	159,892	134,005	(60,260)
Adjusted EBITDA	\$ 2,378,164	\$ 2,509,003	\$ 2,669,153	\$ 2,816,379	\$ 2,981,885
Interest Coverage Ratios:					
Interest expense	\$ 593,663	\$ 607,846	\$ 610,761	\$ 591,848	\$ 574,366
Capitalized interest	45,914	50,699	54,173	56,781	58,502
Non-cash interest expense	(21,903)	(23,494)	(27,695)	(30,824)	(33,116)
Total interest	617,674	635,051	637,239	617,805	599,752
EBITDA	\$ 2,234,861	\$ 2,373,450	\$ 2,509,261	\$ 2,682,374	\$ 3,042,145
Interest coverage ratio	3.62 x	3.74 x	3.94 x	4.34 x	5.07 x
Adjusted EBITDA	\$ 2,378,164	\$ 2,509,003	\$ 2,669,153	\$ 2,816,379	\$ 2,981,885
Adjusted interest coverage ratio	3.85 x	3.95 x	4.19 x	4.56 x	4.97 x
Fixed Charge Coverage Ratios:					
Total interest	\$ 617,674	\$ 635,051	\$ 637,239	\$ 617,805	\$ 599,752
Secured debt principal amortization	55,635	54,076	51,021	47,289	44,841
Total fixed charges	673,309	689,127	688,260	665,094	644,593
EBITDA	\$ 2,234,861	\$ 2,373,450	\$ 2,509,261	\$ 2,682,374	\$ 3,042,145
Fixed charge coverage ratio	3.32 x	3.44 x	3.65 x	4.03 x	4.72 x
Adjusted EBITDA	\$ 2,378,164	\$ 2,509,003	\$ 2,669,153	\$ 2,816,379	\$ 2,981,885
Adjusted fixed charge coverage ratio	3.53 x	3.64 x	3.88 x	4.23 x	4.63 x

(1) Primarily relates to the derecognition of leasehold interests and the gain recognized in other income.

(2) Represents the write off or recovery of straight-line rent receivable and unamortized lease incentive balances relating to leases placed on cash recognition.

CAPITALIZATION RATIOS QUARTERLY

(Amounts in thousands, except share price)

	As of				
	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024	September 30, 2024
Book capitalization:					
Unsecured credit facility and commercial paper	\$ —	\$ —	\$ —	\$ —	\$ —
Long-term debt obligations ⁽¹⁾	15,899,420	15,815,226	14,285,686	14,027,128	15,854,937
Cash & cash equivalents and restricted cash	(2,686,711)	(2,076,083)	(2,478,335)	(2,863,598)	(3,784,408)
Total net debt	13,212,709	13,739,143	11,807,351	11,163,530	12,070,529
Total equity and noncontrolling interest ⁽²⁾	23,818,619	26,371,727	28,547,908	29,688,579	31,064,003
Book capitalization	\$ 37,031,328	\$ 40,110,870	\$ 40,355,259	\$ 40,852,109	\$ 43,134,532
Net debt to book capitalization ratio	35.7 %	34.3 %	29.3 %	27.3 %	28.0 %
Undepreciated book capitalization:					
Total net debt	\$ 13,212,709	\$ 13,739,143	\$ 11,807,351	\$ 11,163,530	\$ 12,070,529
Accumulated depreciation and amortization	8,868,627	9,274,814	9,537,562	9,908,007	10,276,509
Total equity and noncontrolling interest ⁽²⁾	23,818,619	26,371,727	28,547,908	29,688,579	31,064,003
Undepreciated book capitalization	\$ 45,899,955	\$ 49,385,684	\$ 49,892,821	\$ 50,760,116	\$ 53,411,041
Net debt to undepreciated book capitalization ratio	28.8 %	27.8 %	23.7 %	22.0 %	22.6 %
Consolidated enterprise value:					
Common shares outstanding	532,268	564,241	590,934	608,151	618,396
Period end share price	\$ 81.92	\$ 90.17	\$ 93.44	\$ 104.25	\$ 128.03
Common equity market capitalization	\$ 43,603,395	\$ 50,877,611	\$ 55,216,873	\$ 63,399,742	\$ 79,173,240
Total net debt	13,212,709	13,739,143	11,807,351	11,163,530	12,070,529
Noncontrolling interests ⁽²⁾	864,583	967,351	999,965	712,153	729,722
Consolidated enterprise value	\$ 57,680,687	\$ 65,584,105	\$ 68,024,189	\$ 75,275,425	\$ 91,973,491
Net debt to consolidated enterprise value ratio	22.9 %	20.9 %	17.4 %	14.8 %	13.1 %

(1) Amounts include senior unsecured notes, secured debt and lease liabilities related to financing leases, as reflected on our balance sheets. Operating lease liabilities related to the ASC 842 adoption are excluded.

(2) Includes amounts attributable to both redeemable noncontrolling interests and noncontrolling interests as reflected on our Consolidated Balance Sheets.