# Mizuho REIT Conference

October 1, 2024

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 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.

# Seniors Housing NNN Portfolio Update

# Seniors Housing Triple-Net Portfolio Update

**Reducing Seniors Housing NNN exposure while crystallizing attractive return for shareholders and bolstering long-term growth prospects**

## Sagora NNN to RIDEA conversion

- In addition to the 47 conversions of triple-net leased properties to Seniors Housing Operating (RIDEA) structures announced in conjunction with 2Q2024 earnings, **Welltower has also completed the conversion of 5 communities previously triple-net leased to Sagora to a RIDEA structure**
- Since 1Q2022, Welltower has effectuated the conversion of 100 triple-net leased assets to RIDEA structures, further amplifying Welltower's near-term SHO portfolio growth prospects and long-term cash flow per share generation

## Brookdale Portfolio Sales

- Welltower will sell its 100% interest in 5 properties currently operated under a triple-net lease with Brookdale for $175 million
  - The portfolio has an average age of 25 years and is comprised of 686 units, including 94 SNF units and one property operated as a stand-alone memory care community
  - Brookdale has achieved considerable success in the management of the portfolio, driving occupancy levels >90% and NOI nearly 40% above pre-COVID levels as of 2Q2024
  - The sale represents a win/win transaction for Brookdale and Welltower. Despite the existence of a favorable purchase option struck when the lease was originally signed 16 years ago, **Welltower will achieve over a 10% unlevered IRR and 2.7x multiple on invested capital**
- In a separate transaction, a joint venture with an international partner agreed to sell 11 Brookdale-operated communities. Welltower held a 25% minority interest in the portfolio after taking out substantially all of our equity in a transaction completed in 2017 and expects to receive $26 million of net proceeds from the sale
- The sales are expected to result in a modest increase in TTM coverage metrics for WELL's Brookdale portfolio. Additionally, Brookdale concentration will decline to less than 2% of total IPNOI

**After adjusting for disclosed NNN to RIDEA conversions and investment activity[1], along with NOI growth implied by guidance, we expect the concentration within our SH NNN and overall seniors housing portfolios to approach 10% and 70% of total in-place NOI, respectively, by year end**

1. Represents 52 triple-net to RIDEA conversions disclosed since 1Q2024 results, the Brookdale portfolio sales, and $4.9 billion of closed or under contract pro rata gross investments disclosed in conjunction with 2Q2024 results

# Business Update as of July 29, 2024

# Recent Highlights[1]

*Per previous business update issued July 29, 2024*

**17%**
**Normalized FFO Per Diluted Share Growth**

### *Bottom-line results continue to exceed expectations; midpoint of full-year normalized FFO per diluted share guidance raised by 6¢*

- Reported 17% year-over-year growth in normalized FFO per diluted share, or over 19% growth excluding the impact of prior year subsidies
- Midpoint of full year normalized FFO per diluted share guidance raised for the third time in 2024 to $4.17 per share, reflecting better-than-anticipated seniors housing operating (SHO) portfolio trends, robust and accretive capital deployment, and financing activity
- Backdrop remains constructive for continued momentum in all areas of the business, led by notable strength in seniors housing fundamentals

**21.7%**
**SHO Portfolio SS NOI Growth**

### *Seniors Housing Operating Portfolio NOI growth remains solid with strong revenue growth and receding expense pressures*

- SHO Portfolio same-store (SS) NOI growth of 21.7% in the second quarter represents the seventh consecutive quarter in which growth has **exceeded 20%**
  - Revenue growth remains solid at 8.6%, driven by healthy occupancy and rate growth across all regions and geographies
  - Expense pressures continue to abate, owing to further easing of inflationary pressures across key expense line items
- SS NOI margins rapidly expanding, but remain well below pre-COVID levels of profitability
  - Delta between RevPOR (unit revenue) growth and ExpPOR (unit expense) growth remains at historically wide levels, resulting in a further recovery in operating margins
  - Inherent operating leverage of the business has the potential to drive multiple years of continued margin recovery and double-digit NOI growth
- Year-over-year SS NOI guidance revised higher to **19% - 23%** from 17% - 22% following better-than-expected YTD results and expectation for continued strength in 2H2024

**New Board Appointee**

### *Andrew Gundlach appointed to Board of Directors*

- Currently serves as the President and co-CEO of Bleichroeder LP, a registered investment advisor serving ultra-high-net-worth families
- With almost 30 years of investment experience, Mr. Gundlach has extensive experience in both public and private markets, with a particular expertise in corporate strategy and capital markets



1. All metrics reflect year-over-year same store results for the second quarter 2024 unless otherwise noted. "Normalized FFO" represents normalized funds from operations. See "Supplemental Financial Measures" at the end of this presentation for definitions and reconciliations of non-GAAP financial measures

# Recent Highlights Continued[1]

*Per previous business update issued July 29, 2024*

**$4.9B**

**YTD Transactions[2]**

## Investment activity continues at torrid pace

- $2.1 billion of transactions closed or under contract since 1Q2024 earnings release on April 29, 2024, inclusive of $1.0 billion previously announced on June 3, 2024 and an additional $1.1 billion announced on July 29, 2024
  - Transactions carry a median size of $65 million across 82 communities with 7,000 units comprised almost entirely of high-quality seniors and wellness housing assets in the US and UK with an average age of seven years
  - $2.1 billion of investment activity is underwritten to a blended stabilized yield in excess of 8% with unlevered IRRs in the low double-digit range
- Capital deployment opportunities remain robust, visible, actionable, and granular across all regions and the capital stack and largely concentrated within seniors housing

**136**

**Communities**

**Capital Light Transitions Completed**

## Capital light transactions to enhance earnings per share growth trajectory

- Executed numerous capital light transactions including NNN to RIDEA and operator transitions which are expected to enhance near-term growth prospects and long-term cash flow per share generation
- As previously announced, agreed to transition 89 Atria-operated assets to six of Welltower's existing partners with strong operating acumen and deep expertise in their respective regions. Completed the transition of 69 properties with the final operator transition expected to occur in August 2024
- Converted or agreed to convert 47 triple-net leased properties to Seniors Housing Operating (RIDEA) structures, allowing Welltower to directly participate in the underlying cash flow growth of the communities
- Since 1Q2022, effectuated the conversion of 95 triple net leased assets to RIDEA structures, further amplifying Welltower's near term SHO portfolio growth prospects

**3.7x**

**Net Debt to Adjusted EBITDA**

## Balance Sheet and Liquidity Update

- Further strengthening of the balance sheet and credit profile driven by substantial increase in cash flow and tactical capitalization of investment activity
  - Reported further balance sheet strengthening as of June 30, 2024, with net debt to Adjusted EBITDA of 3.7x
- In July, closed on a new expanded $5.0 billion senior unsecured revolving credit facility, with the ability to upsize to $6.25 billion[3]. The facility incorporates a maturity extension to 2029 and a 7.5 bps improvement in pricing from the previous $4.0 billion facility
- Increased near term liquidity to $8.7 billion as of July 26, 2024[4]
- Credit rating outlook revised to positive from stable by both S&P Global and Moody's, highlighting strong seniors housing industry tailwinds and Welltower's materially improved balance sheet

1. See "Supplemental Financial Measures" at the end of this presentation for definitions and reconciliations of non-GAAP financial measures
2. Includes pro rata gross investments across acquisitions and loans and excludes development spending
3. Subject to lender consent
4. Includes cash and restricted cash as of July 26, 2024 and $5.0 billion of available borrowing capacity under the revolving line of credit

# 2024 Guidance Outlook

*Per previous business update issued July 29, 2024*

**Greater-than-expected SHO portfolio outperformance & investment activity driving 6¢ increase to normalized FFO per diluted share guidance midpoint**

## Revised FY2024 Same Store NOI Guidance

| Segment | Low | High |
|---|---|---|
| SHO | **19.0%** | **23.0%** |
| SH NNN | 3.0% | 4.0% |
| OM | 2.0% | 3.0% |
| LT/PAC | 2.0% | 3.0% |
| **Total Portfolio** | **10.0%** | **12.5%** |

## 2023 to 2024 Normalized FFO per diluted share Guidance Bridge

| | 1Q24 Earnings | NAREIT Update (June 3, 2024) | 2Q24 Earnings | 2Q24 Update vs. NAREIT |
|---|---|---|---|---|
| **Adj. FY2023 Normalized FFO per diluted share[(1)]** | $3.61 | $3.61 | $3.61 | **-** |
| (+) Seniors Housing Operating NOI | 0.36 | 0.36 | 0.395 | **0.035** |
| (+) Outpatient Medical and Triple Net | 0.01 | 0.01 | 0.00 | **(0.01)** |
| (+) Investment & Financing Activity | 0.155 | 0.18 | 0.22 | **0.04** |
| (-) General & Administrative | (0.05) | (0.05) | (0.055) | **(0.005)** |
| **FY2024 Normalized FFO per diluted share at Midpoint** | $4.085 | $4.11 | $4.17 | **+$0.06** |

## Seniors Housing Operating Portfolio - Outlook Assumptions

- **NOI:** SS NOI growth of 19.0% - 23.0% (vs. prior expectation of 17.0% - 22.0%) driven by the following midpoints of their respective ranges:
- **Revenue:** SS revenue growth of 9.2% driven by further occupancy gains and rate growth
  - Anticipate year-over-year occupancy growth of ~290 bps
  - Expect full year RevPOR growth of 5.25%, reflecting healthy levels of pricing power across all regions
- **Expense:** SS expense growth of 5.5% in 2024 vs. full-year 2023; continued abatement of broader inflationary pressures expected

## Guidance Bridge Commentary

- **Outpatient Medical and Triple Net:** Increased SH NNN SS NOI growth guidance to 3.0% - 4.0% (vs. prior expectation of 2.5% - 4.0%) offset by expected dilution related to the opportunistic conversion of 36 additional NNN assets to RIDEA contracts
- **Investments & Financing Activity:** Related to increase in pro rata gross acquisitions and loan funding to $4.9 billion, inclusive of $2.1 billion of acquisitions added to the pipeline since the 1Q2024 earnings call on April 29, 2024
- **Guidance:** Earnings guidance includes only those acquisitions closed, or under contract to close; no transitions or restructures beyond those announced to date are included



Note: See "Supplemental Financial Measures" at the end of this presentation for definitions and reconciliations of non-GAAP financial measures

1. Excludes amounts recognized related to Health and Human Services Provider Relief Fund in the United States and similar programs in the United Kingdom and Canada, but including various state and local programs

# Proprietary Long-Term Operator Partnerships Widen The Welltower Moat

*Per previous business update issued July 29, 2024*

**Seniors housing is <u>NOT</u> a commodity business – exclusive operator relationships & alignment creating <u>sustained alpha</u> for Welltower**

## 2015

**Misaligned incentives due to revenue-based management contracts**

*Operators incentivized to develop given private capital paying well above replacement cost for assets, leading to greater profitability from development*

*Property owners had limited flexibility and optionality given highly restrictive termination rights*

## 2016-2020

**Refinement of RIDEA contract structure**

*Introduction of Welltower RIDEA 2.0-4.0 contracts establishes both top- and bottom-line alignment and provides at-will termination rights along with data sharing*

## 2021+

**25+ relationships formed during Covid driving significant long-term capital deployment opportunities**

*Welltower forged PROPRIETARY long-term relationships, identifying best-in-class developers and operators with track records of success and playbooks for sustained outperformance*

**Evolution of Welltower's operator relationships has resulted in:**

- ✓ Additive sum mentality with significant growth opportunities and upside shared by operating partners and Welltower investors
- ✓ Greater long-term alignment of incentives through NOI-based management fees, enhanced promote structures and termination rights
- ✓ Ability to pursue regional densification, driving optimized asset and portfolio management
- ✓ Potential capital deployment pipeline <u>in excess of $30B</u> from exclusive partnerships forged before and during COVID that feature either exclusive rights or right of first offer
- ✓ Sustained NOI outperformance in an operationally intensive sector with wide performance dispersion

# Welltower's Unique Value Creation Flywheel

*Per previous business update issued July 29, 2024*

## Established Competitive Advantages Driving Sustainable Shareholder Value Creation

### Welltower Value-Add and Moat

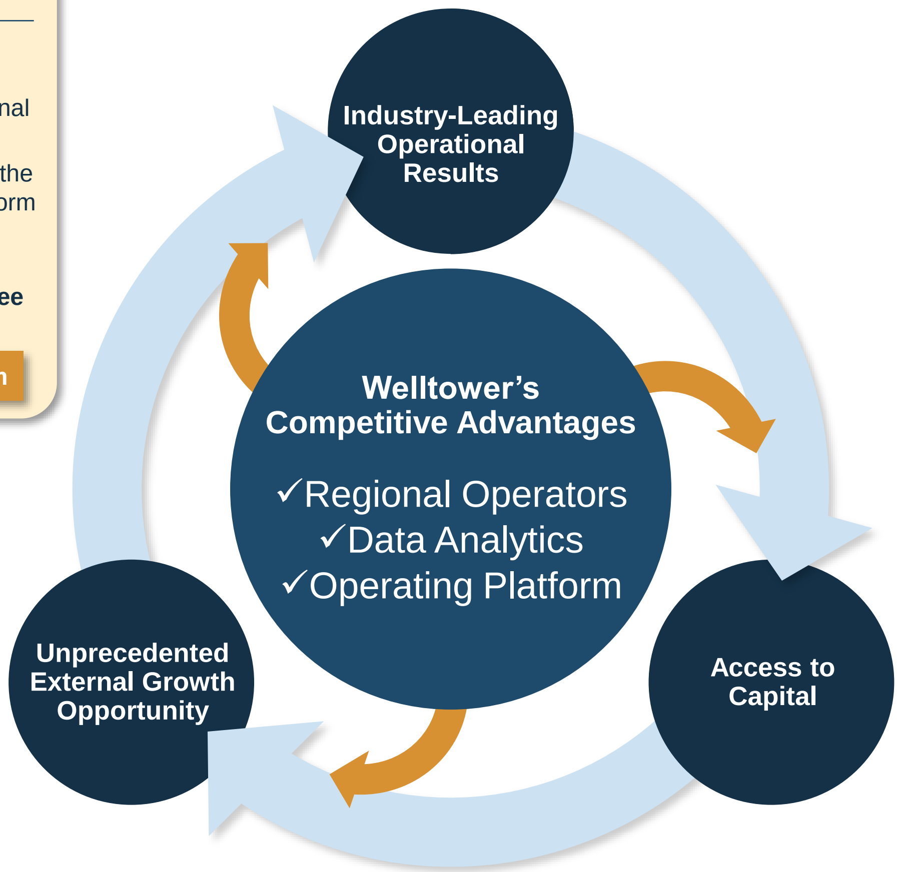
**Best-in-class:**

- Local & regional operators: Superior managers with significant regional density operating under highly aligned RIDEA 3.0/4.0 contracts
- Data analytics: Unparalleled data analytics platform developed over the past eight years informing both capital allocation and operating platform decisions
- Operating platform: Institutionalization of portfolio expected to drive further efficiencies while **improving both the resident and employee experience**

**Properties are worth substantially more on Welltower's platform**

### Capital Allocation

- Macroeconomic uncertainty and capital markets dislocation creating opportunities to acquire assets at increasingly attractive basis, going-in yields, and unlevered IRRs
- Granular approach to capital allocation provides opportunity to acquire assets at deep discounts to replacement cost while complementing Welltower's regional density strategy
- Completed over $15 billion of investments since 4Q2020 at attractive high-single-digit to low-double-digit unlevered IRRs with potential for further upside from WELL platform enhancements




### Internal Growth

- Long-term demographic tailwinds and significant decline in new supply expected to drive continued outsized growth for extended period
- RevPOR growth (unit revenue) expected to continue to outpace ExpPOR growth (unit expense), resulting in further operating margin expansion
- Industry-leading results being driven by Welltower's superior micro-market locations, disciplined capital allocation strategy, and highly aligned partners with significant regional density

### Superior Ability to Capitalize the Opportunity

- Access to a plurality of capital sources including common equity, private equity, unsecured and secured debt, and exchangeable notes
- Ability to opportunistically pivot between each capital source based upon cost and availability
- Robust near-term available liquidity (including cash on hand, line of credit capacity, expected loan payoffs and disposition proceeds) can fully fund announced acquisitions

**Welltower competes on Data Science, Operating Platform and Capital Allocation Capabilities - NOT cost of capital**

# Societal & Technological Trends | Impact on Real Estate Sectors

*Per previous business update issued July 29, 2024*

***Precedent for Extended Period of Compounding Cash Flow Growth Driven by Shifting Secular Tailwinds***

| THEME | REAL ESTATE SECTOR IMPACT | |
|---|---|---|
| E-Commerce | Industrial / Logistics | Themes of the last 10 years |
| Life Sciences | Lab Space | |
| Operationalization of Real Estate | Self Storage / Single Family Rentals | |
| **AGING OF THE POPULATION** | **HEALTH CARE** | Theme of the **next 10+ years** |

# Capital Markets Backdrop | Unprecedented Capital Deployment Opportunity

*Per previous business update issued July 29, 2024*

## Scarcity of Equity and Debt Capital

**Equity**

- Many seniors housing closed-end funds remain out of the money on promotes, incentivizing asset sales and return of capital to LPs in order to begin capital raising for next vintage of funds
- Institutional investors overallocated to real estate due to "denominator effect" continues to rise
  - Significant institutional private equity real estate investor ($200B AUM) evaluating exit from seniors housing investment platform
- Loan underwriters are placing a greater emphasis on sponsor net worth, liquidity and overall quality given elevated levels of agency (Fannie Mae and Freddie Mac) portfolio defaults and credit challenges

**Debt**

**Rightsizing Exposure**

- Previously, lenders were looking to recycle capital from repaid loans back into construction financing. Today, lenders are seeking to reduce their overall exposure to construction financing and right size their loan books before re-deploying capital into seniors housing

**Extend and Pretend Is Over**

- Lenders (e.g. banks and agencies) are more proactively seeking solutions for troubled loans after a prolonged period of "extend and pretend"

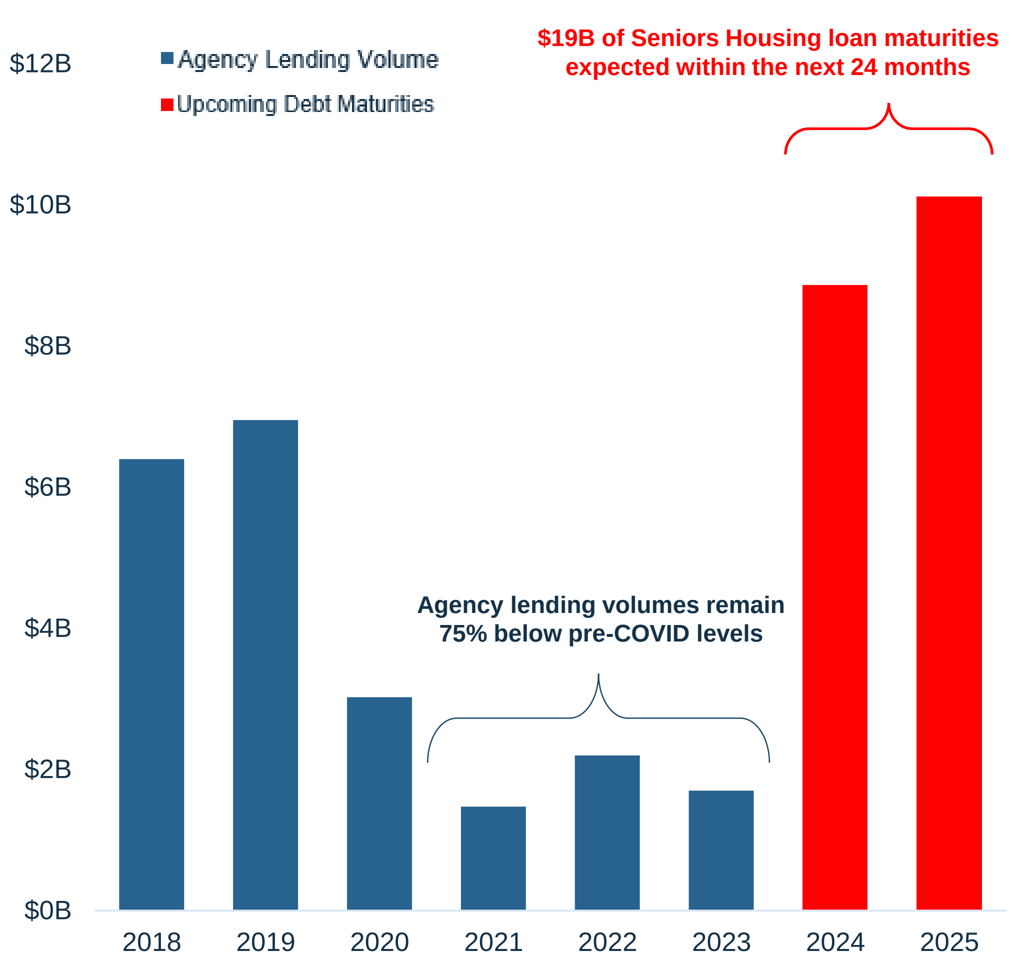
**Interest-Only Periods Rolling Off**

- Historically, agency loans incorporated a 5-year period of interest-only payments. Over $13B of agency loans originated in 2018 and 2019 have had or will have amortization periods beginning in 2023 and 2024, further pressuring interest coverage and levered returns on existing assets
- Post-COVID, IO periods have often been shortened to 2-3 years; therefore, loans originated in 2021 and 2022 also have amortization periods beginning in 2024 and 2025

**New Loan Origination Volumes Remain at Historically Low Levels**

- Lenders are struggling to underwrite new loans resulting from limited takeout options upon stabilization of construction and bridge loans

## Pace of Agency Lending Insufficient to Address '24 & '25 Maturities[1]




1. Cushman & Wakefield, Fannie Mae and Freddie Mac

# Capital Markets Backdrop | Solutions Oriented Approach to Investing

*Per previous business update issued July 29, 2024*

## Expertise Investing Across the Capital Stack Creating Unique Capital Deployment Opportunities

### Transaction Overview | Structuring a Win-Win Solution

**Executed recapitalization with existing private equity counterparty across three tranches, providing a unique whole-capital-stack solution incorporating multiple equity investments and low LTV first mortgage loan with structural enhancements**

**Tranche 1**

- Previously announced $469 million acquisition of 10 seniors housing properties encompassing ~1,600 units
- Investment is expected to achieve an underwritten low double digit IRR(1)

**Recent tranches, which closed in 2Q2024, provided an equity and debt solution encompassing a portfolio of 12 high-quality seniors housing properties comprised of ~2,000 units; tranches 2 & 3 combined underwritten unlevered IRR in excess of 10%(1)**

**Tranche 2**

- $271 million acquisition encompasses 1,000 units
- Presents opportunity to expand with existing WELL operators and for certain assets to transition operators allowing for incremental value creation

**Tranche 3**

- $456 million first mortgage loan collateralized by several newly built marquee properties
- Loan carries an interest rate of 10% with LTV of 56% based on underwritten stabilized NOI
- Structure provides for enhanced downside protection while enabling potential long duration ownership of underlying assets

**Napa Valley, CA**

**Carmel, CA**



1. Potential performance based earnout payments are accretive to underwritten returns

# Atria/Holiday Portfolio Transition

*Maximizing NOI Potential Through Regional Densification Strategy*

*(Unchanged since prior update)*

# Executive Summary

*Per previous business update issued July 29, 2024*

- Welltower to transition 89 Holiday by Atria properties to six existing regional operators, including Arrow, Cogir US, Discovery, QSL, Sagora and StoryPoint
- As of July 29, 2024, 69 of the 89 properties have transitioned with the remaining 20 properties expected to transition in August 2024
- The transitions will create strong geographic density with best-in-class regional operating partners across the US that have a proven track record in markets where the properties are located *(see case studies on slide 14)*
- **Meaningful NOI growth is expected post-transition through occupancy upside and completion of portfolio-wide renovation program**

| Operating Partners | Regional Densification Opportunity | Closing Status | Properties | Occupancy at Transition Announcement |
|---|---|---|---|---|
| Sagora | Texas & Southern US | **Closed** | 14 | 73% |
| StoryPoint | Midwest | **Closed** | 13 | 74% |
| Arrow | Plains | **Closed** | 6 | 84% |
| QSL | Southeast | **Closed** | 13 | 78% |
| Discovery | California & Florida | **Closed** | 23 | 78% |
| Cogir US | Pacific Northwest | August 2024 | 20 | - |

**Potential NOI upside of approximately $50 million upon achievement of pre-COVID occupancy and margin[1]**
**$20 million+ of additional upside beyond pre-COVID stabilization if underwritten economics are achieved**



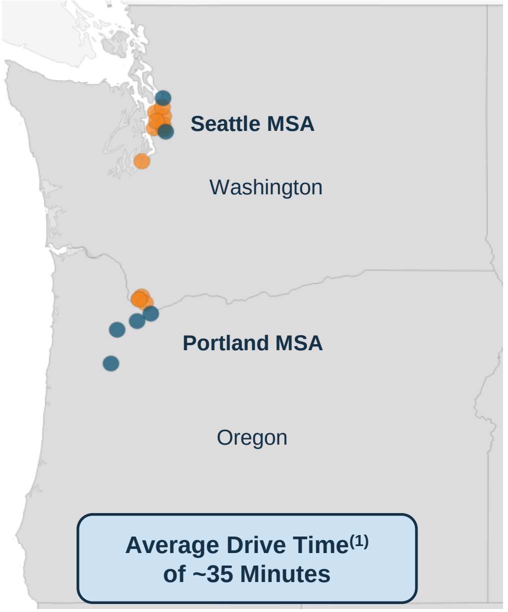
1. See slide 23 "Path to Recovery" for details regarding additional underlying assumptions

# Holiday Transitions | Regional Densification Illustration

*Per previous business update issued July 29, 2024*

New Communities
In-Place Communities

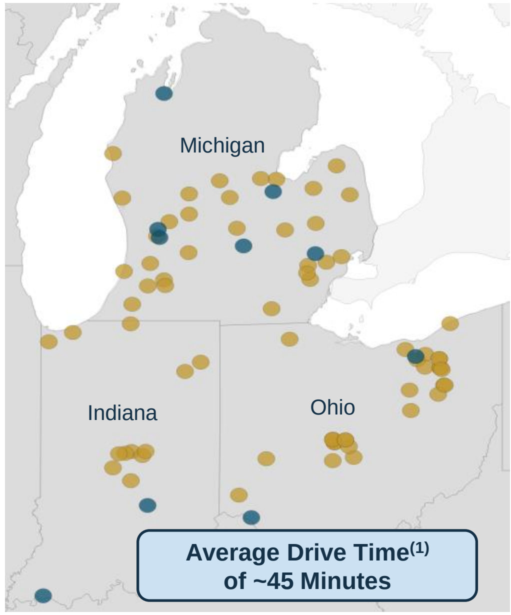
## Cogir US – Pacific Northwest




**Average Drive Time(1) of ~35 Minutes**

- The Welltower-Cogir US relationship began in 2018 and, pro forma for the Atria transitions, will expand to 45 communities
- Cogir maintains significant expertise in operating clusters of independent living assets in California and the Pacific Northwest
- Cogir has achieved strong post-COVID performance through a localized approach to leadership and operations, allowing the company to successfully expand into neighboring markets

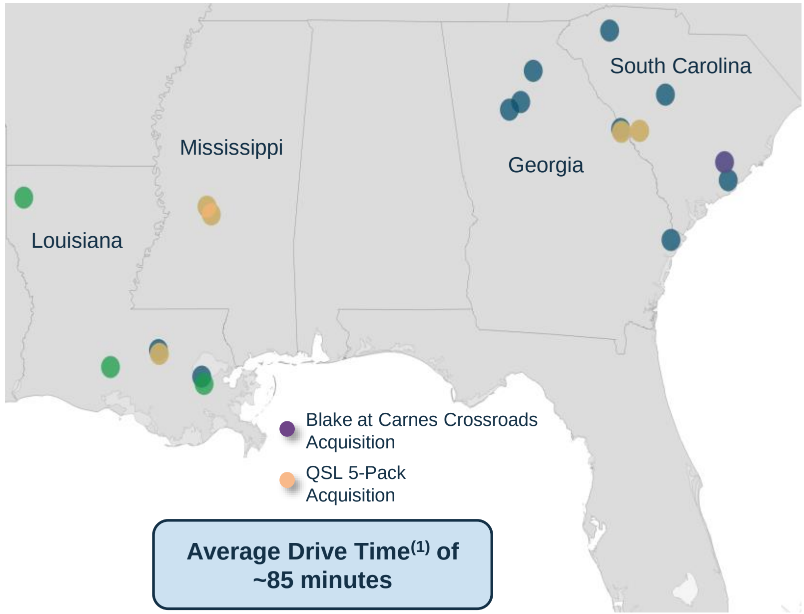
## StoryPoint - Midwest




**Average Drive Time(1) of ~45 Minutes**

- The Welltower-StoryPoint relationship began in 2010 and, pro forma for the transitions, StoryPoint operates 94 Welltower-owned communities
- StoryPoint has significant experience operating independent living assets proximate to each other across Midwest markets
- StoryPoint also has a strong history of integrating transition and acquisition properties into its management portfolio while fostering high-quality, consumer-focused brands

## QSL - Southeast




**Average Drive Time(1) of ~85 minutes**

- The Welltower-QSL strategic partnership began in 2021 and pro forma for the transition assets, QSL manages 25 Welltower-owned communities across the Southeast
- QSL's strong operating performance in recent years has resulted in an expansion of its Welltower-managed portfolio through both transitions and acquisitions, including the Blake at Carnes Cross Roads and a five-community portfolio acquired in October 2021 and December 2023, respectively. The Holiday assets are proximate to existing communities, which should drive additional revenue and expense synergies

***Creating clusters of communities managed by the same operator to capture significant synergies***



1. Represents the average time driving between each Holiday by Atria transition community and the closest in-place asset prior to the transition

# Updated Holiday Per Unit Basis

*Per previous business update issued July 29, 2024*

| Transition Assets | Properties | Units | Per Unit |
|---|---|---|---|
| Total Purchase Price | 89 | 10,500 | $149,900 |
| (+) Completed renovations | | | 8,100 |
| (+) In-process renovations | | | 1,500 |
| (+) Manager investment reimbursement/transition costs | | | 4,700 |
| **Basis at Transition** | **89** | **10,500** | **164,200** |
| (+) Expected post-transition renovation spend | | | 6,700 |
| **Expected All-In Basis After Capex** | **89** | **10,500** | **$171,000** |

***On target to deliver renovated portfolio at all-in basis significantly below replacement cost and comparable transactions***

***Portfolio expected to stabilize at an 8%+ yield on Welltower's all-in, after capex basis***



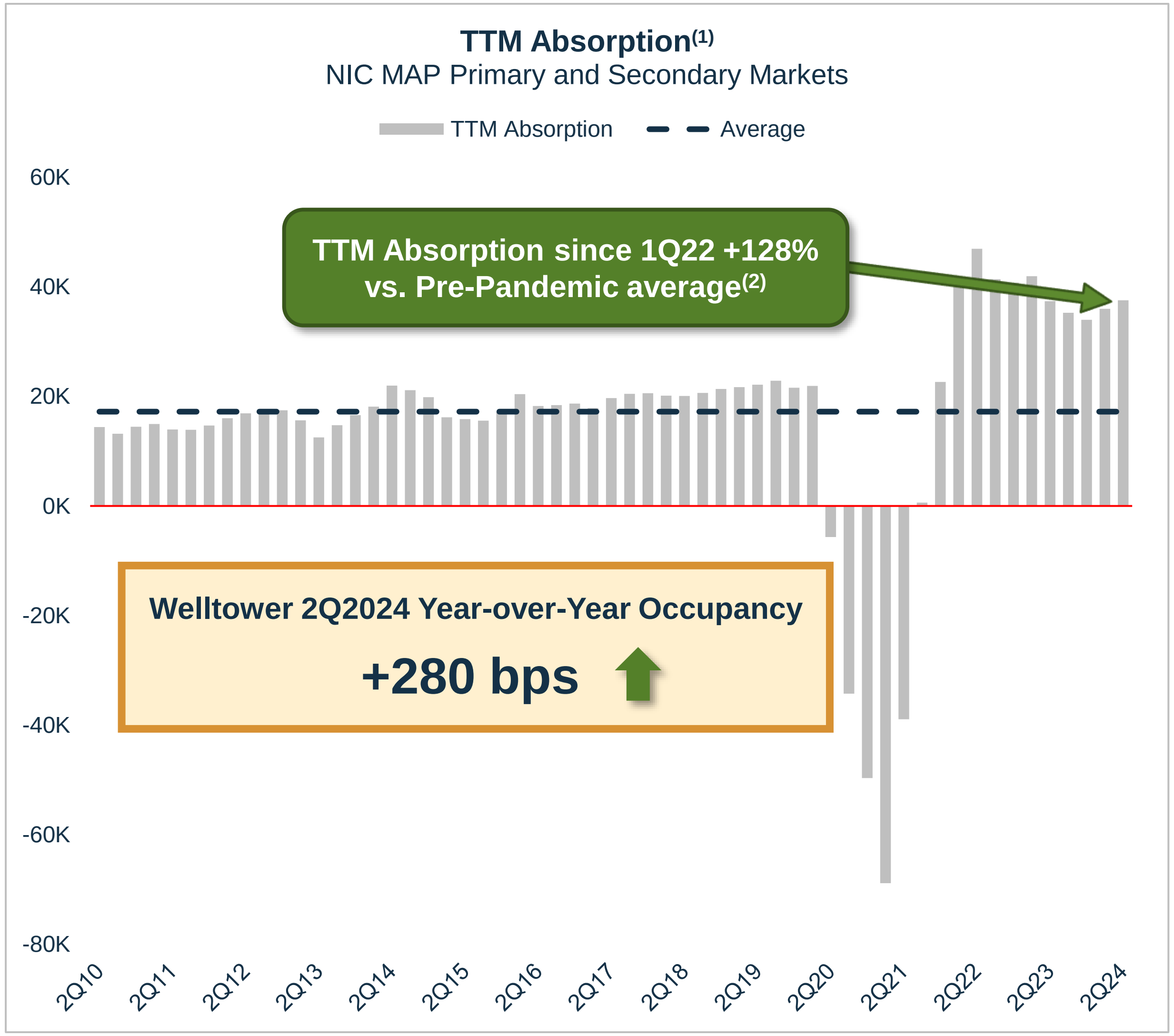

# Seniors Housing Trends

*(Unchanged since prior update)*

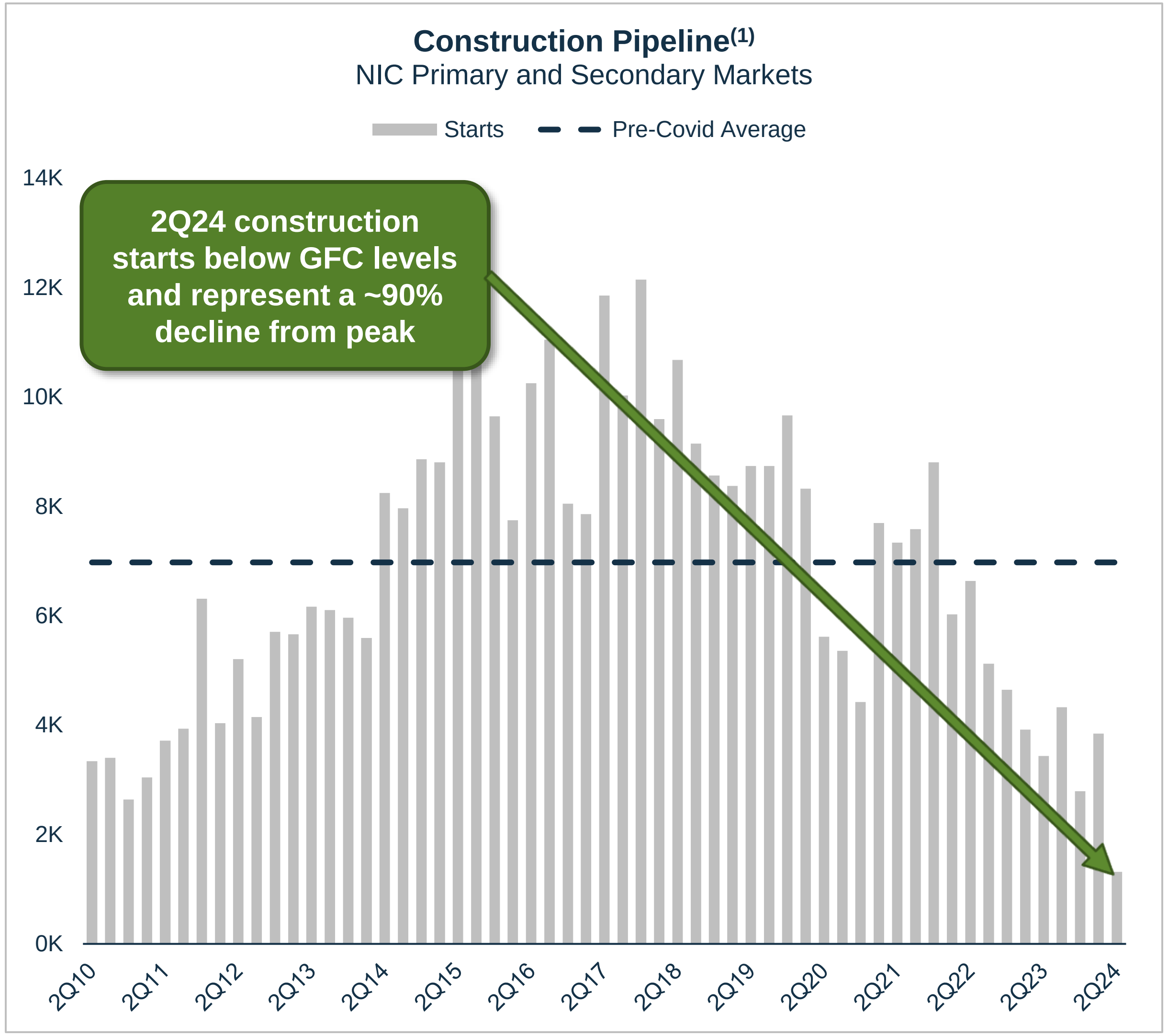
# Supply-Demand Imbalance Expected to Support Sustained Occupancy Growth in 2024+

*Per previous business update issued July 29, 2024*

## Seniors Housing Demand Remains Robust….




## ….While Supply Continues to Decline Rapidly

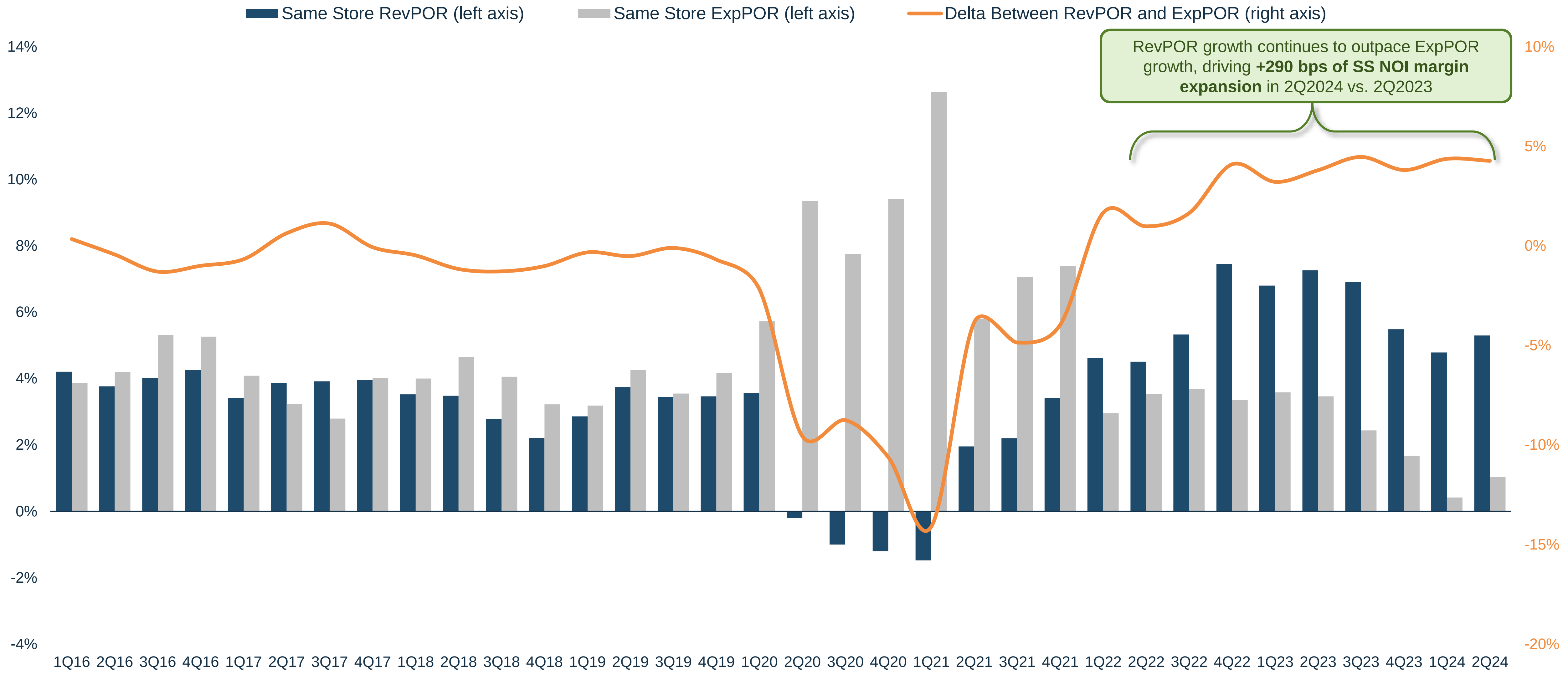



1. Source: National Investment Center for Seniors Housing & Care
2. Pre-pandemic average from1Q09-1Q20

# Favorable Unit Economics Driving Substantial Margin Expansion

*Per previous business update issued July 29, 2024*

## Unit Revenue and Expense Trends[(1)]



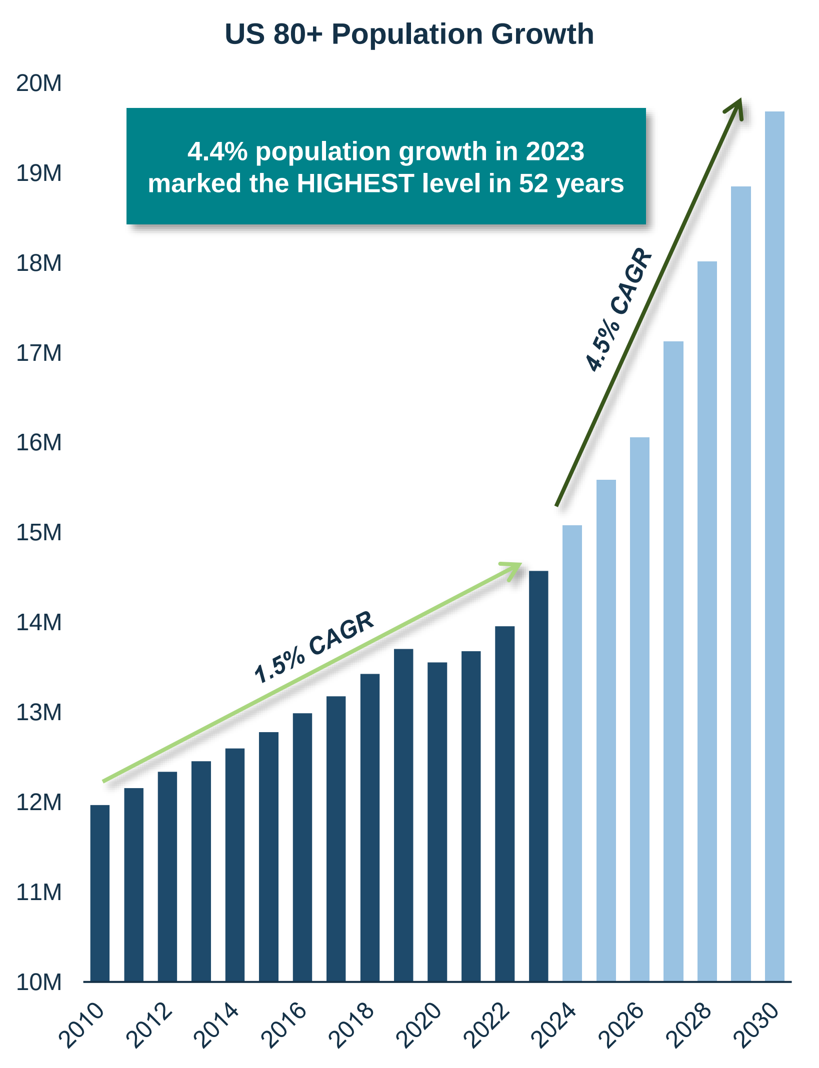


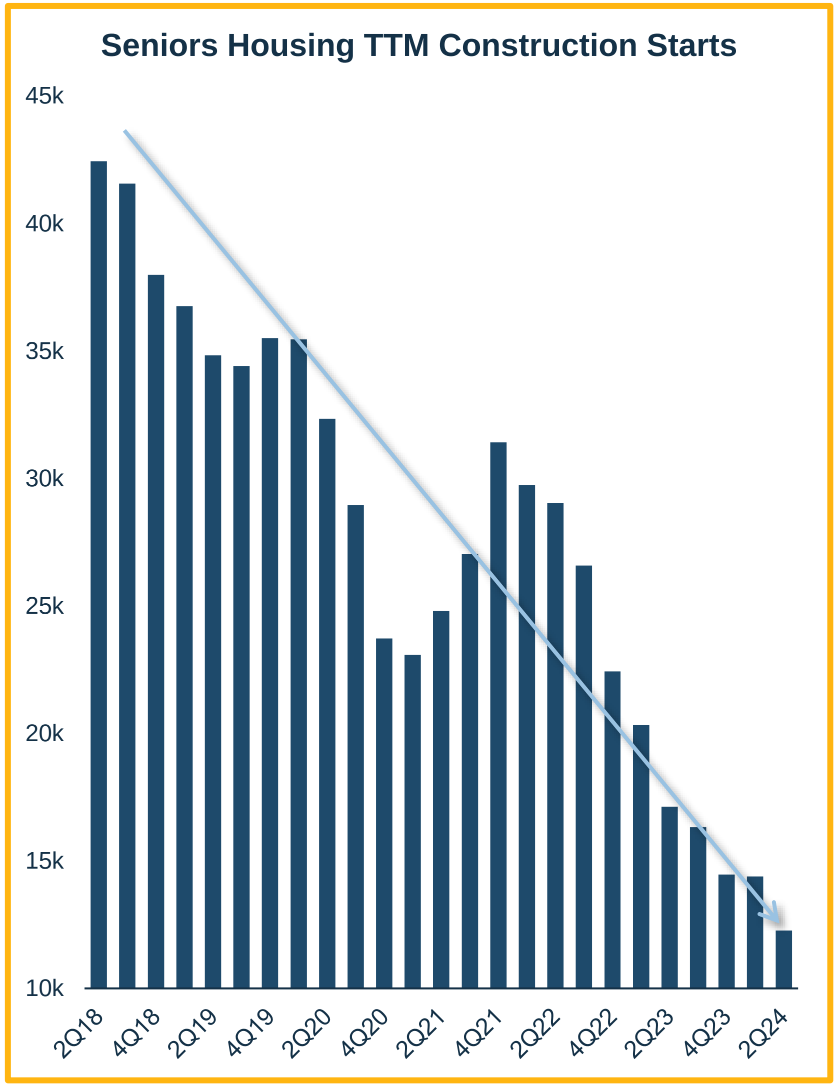

1. Represents year-over year SS RevPOR and SS ExpPOR growth percentages. See 2Q24 Non-GAAP Financial Measures on Welltower's investor relations section on its website for more information

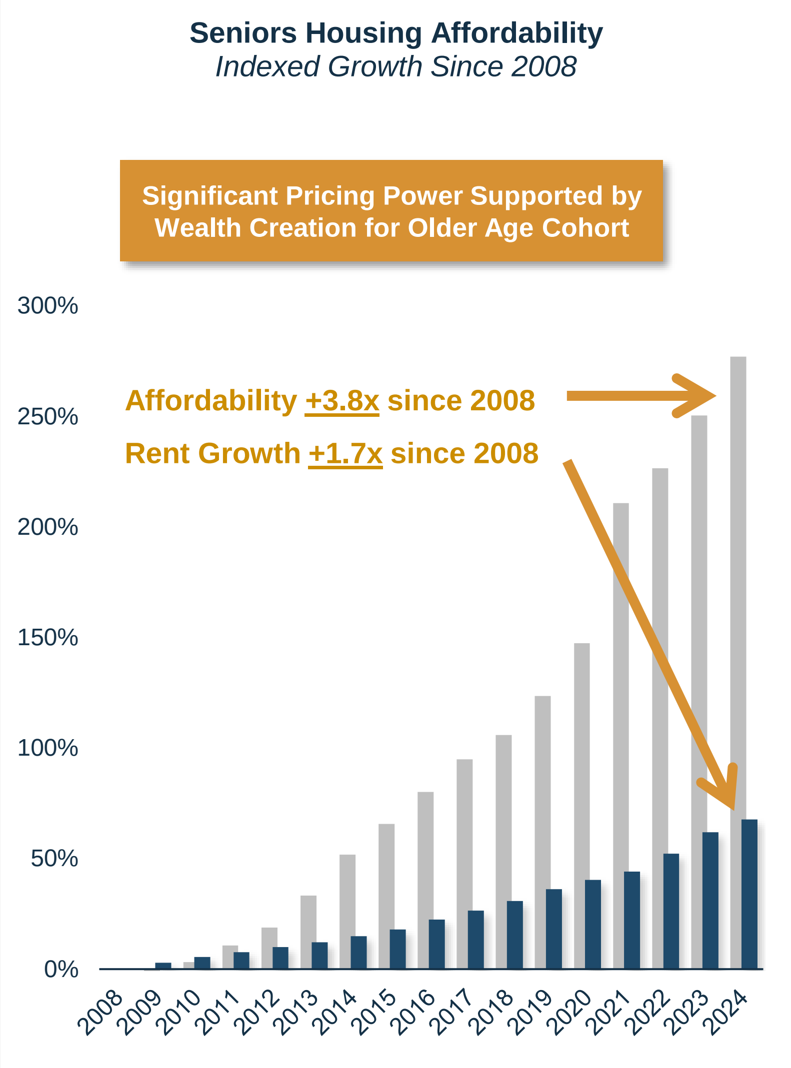
# Seniors Housing | Compelling Backdrop for Multi-Year Revenue Growth

*Per previous business update issued July 29, 2024*

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



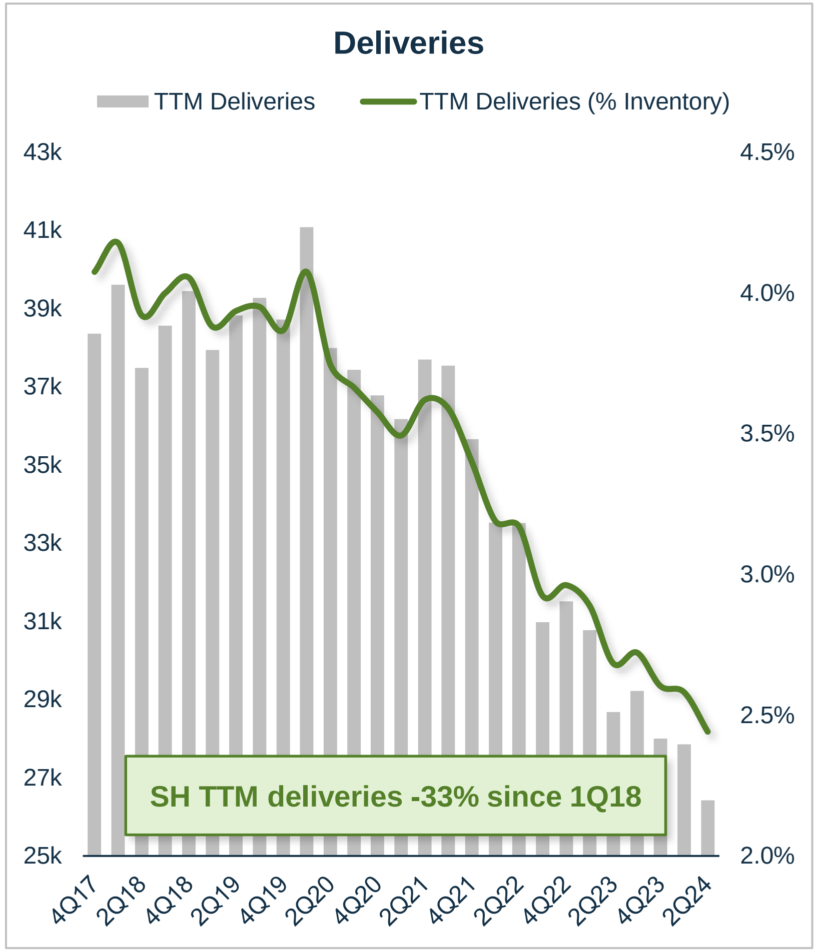


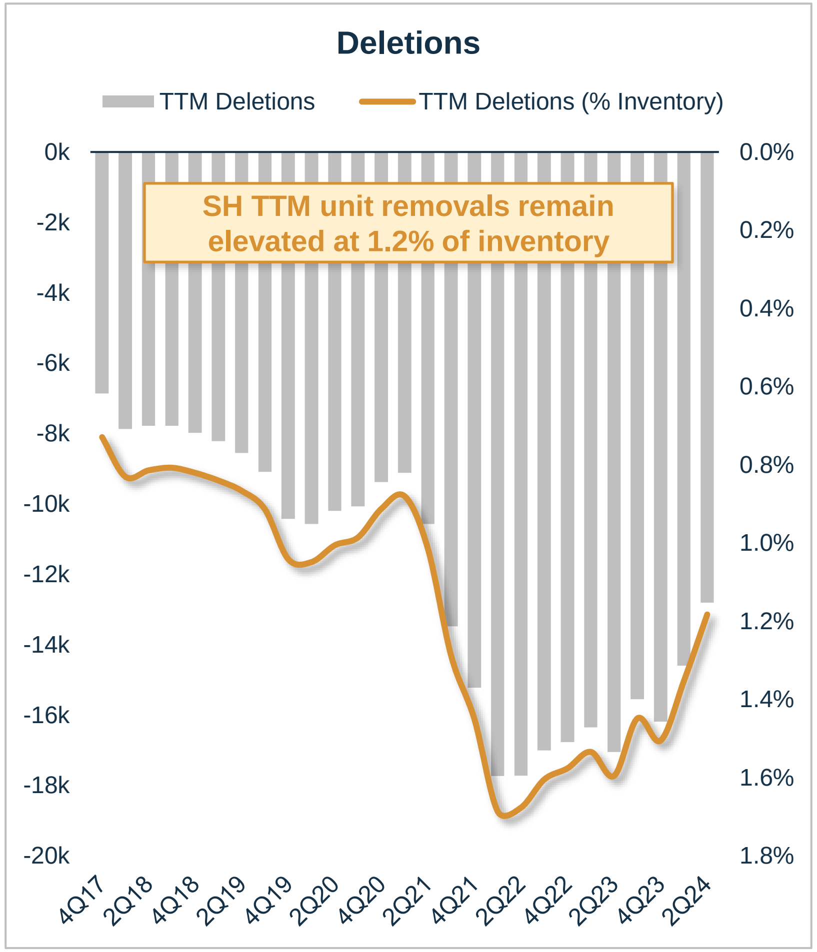

Sources: Organization for Economic Co-operation and Development, NIC MAP Vision, Federal Reserve Survey of Consumer Finances

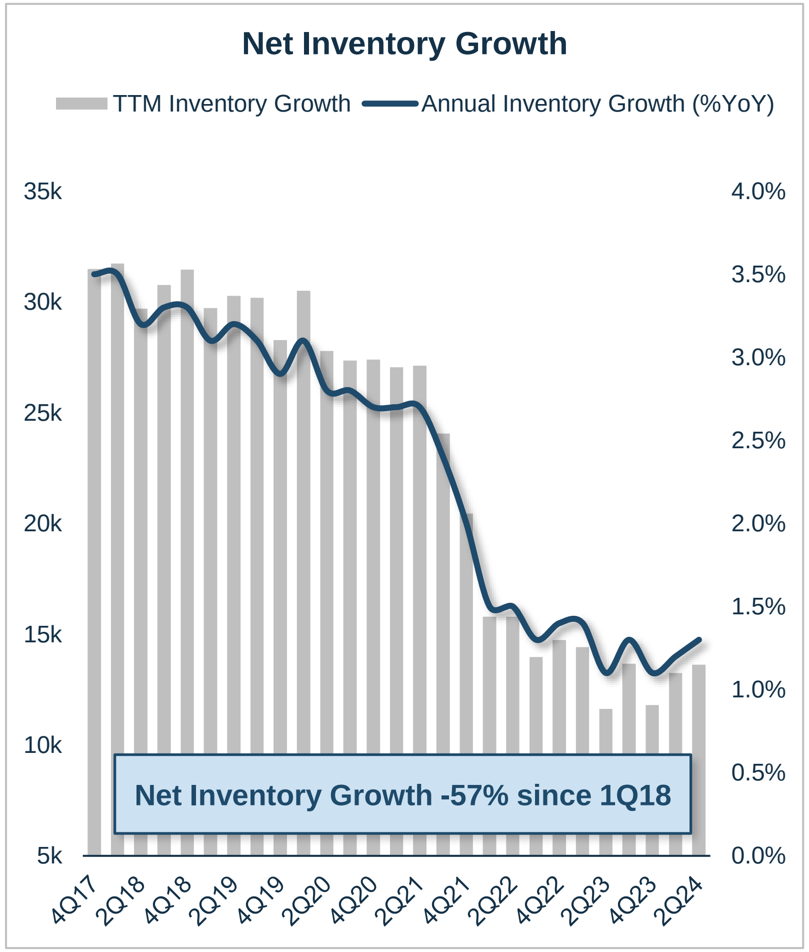
# Minimal New Supply in Coming Years Sets Stage For Multi-Year Occupancy Gains

*Per previous business update issued July 29, 2024*

**Declining Deliveries Amplified by Elevated Level of Units Coming out of Service**




**Declining Deliveries + High Inventory Obsolescence** → **Anemic Inventory Growth**



Source: National Investment Center for Seniors Housing & Care

# Muted Seniors Housing Supply Expected Through the End of the Decade

*Per previous business update issued July 29, 2024*

**Disruption in Construction Financing Market and Dismantling of Development Teams Expected to Result in Multi-Year Period of Diminished Supply**

**Surge in interest rates over the past 18 months has resulted in prohibitively expensive floating rate debt for developers, in rare instances in which construction financing is extended**

- Average spreads over SOFR range from 350 bps to >400 bps, implying a 9%-10%+ all-in cost for construction loans
- Stringent lending standards and greater capital reserve requirements are increasing capital charges and further raising the cost of construction financing
- Loan-to-cost ratios have declined to ~50%, requiring developers to provide greater upfront equity and pressuring levered IRRs
- Higher construction/financing costs and greater equity requirements causing many developers & construction lenders to meaningfully reduce activity
- Development platforms being dismantled given muted construction starts; need to rebuild human capital prior to development capital formation

**Developers Face Extended Timeline to Project Stabilization <u>FOLLOWING</u> Rebuilding of Development Teams <u>AND</u> Return of Construction Financing**

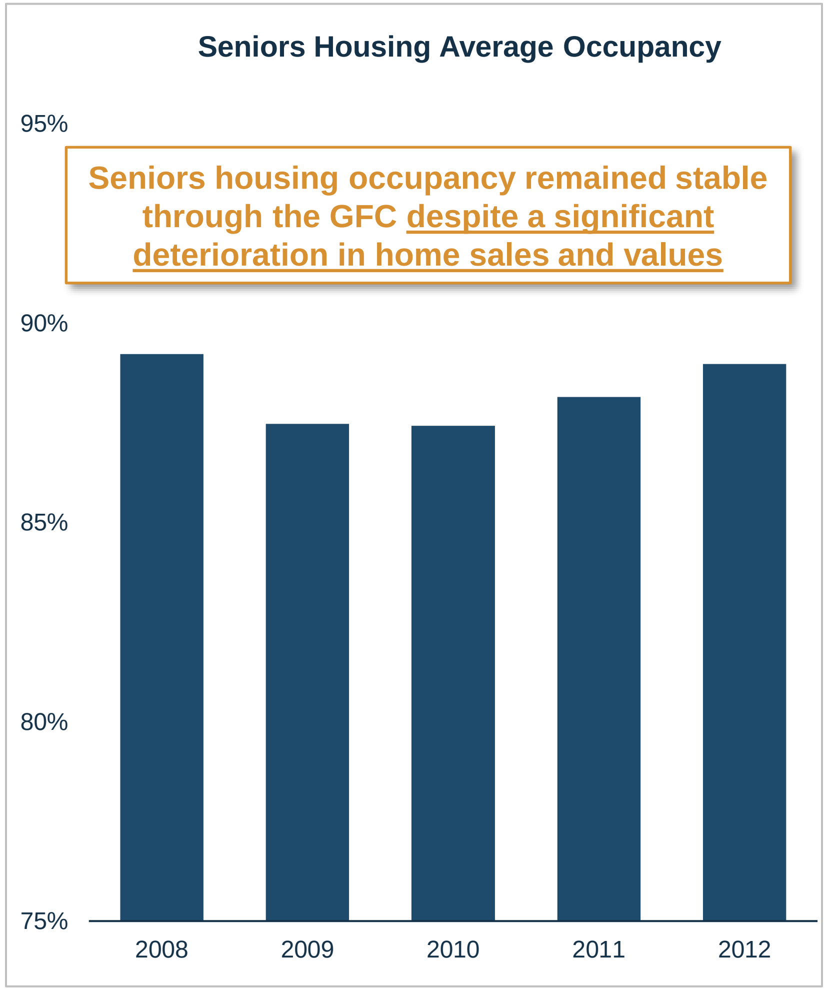
| Human Capital Formation | Entitlements | Construction | Breakeven | Stabilization |
|---|---|---|---|---|
| *~1 year* | *1-5+ years* | 2 years | 2 years | 1 year |

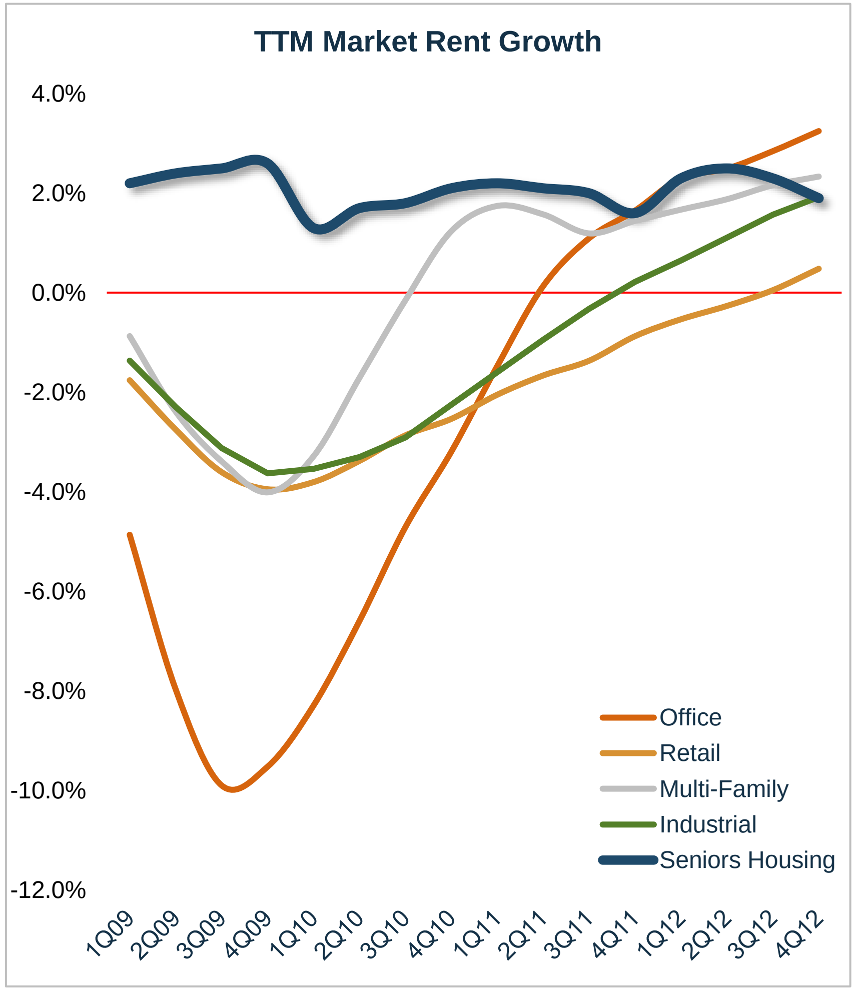
**Average time to stabilization totals approximately 7 years with many projects in high-barrier-to-entry markets taking significantly longer**

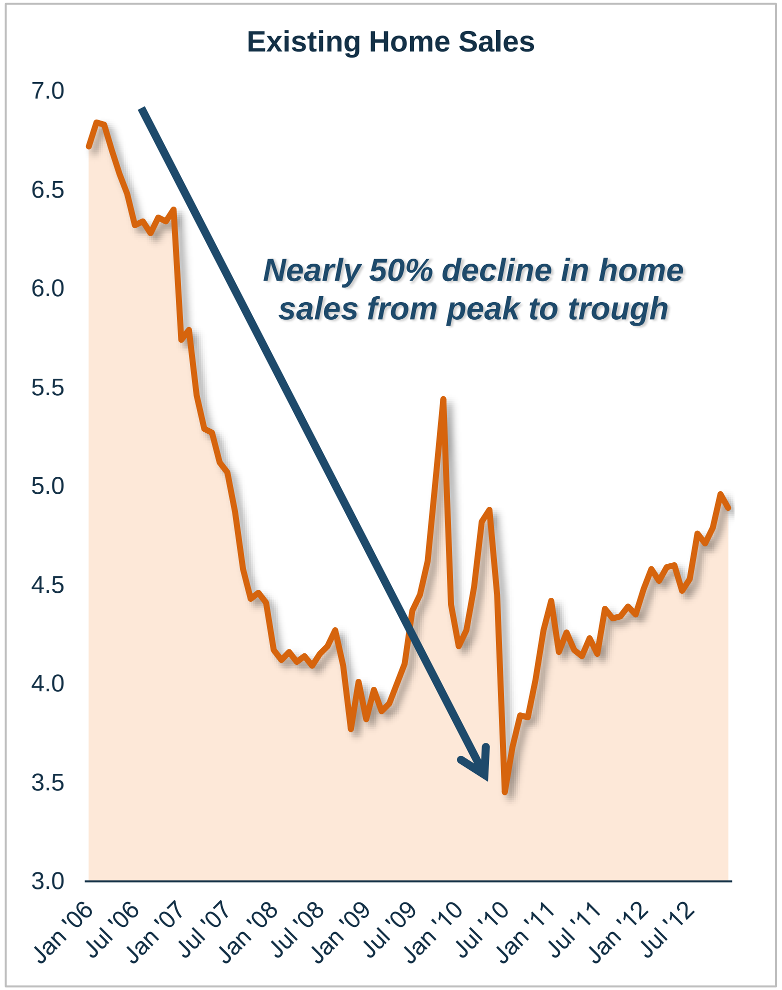
# Global Financial Crisis Case Study

*Per previous business update issued July 29, 2024*

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



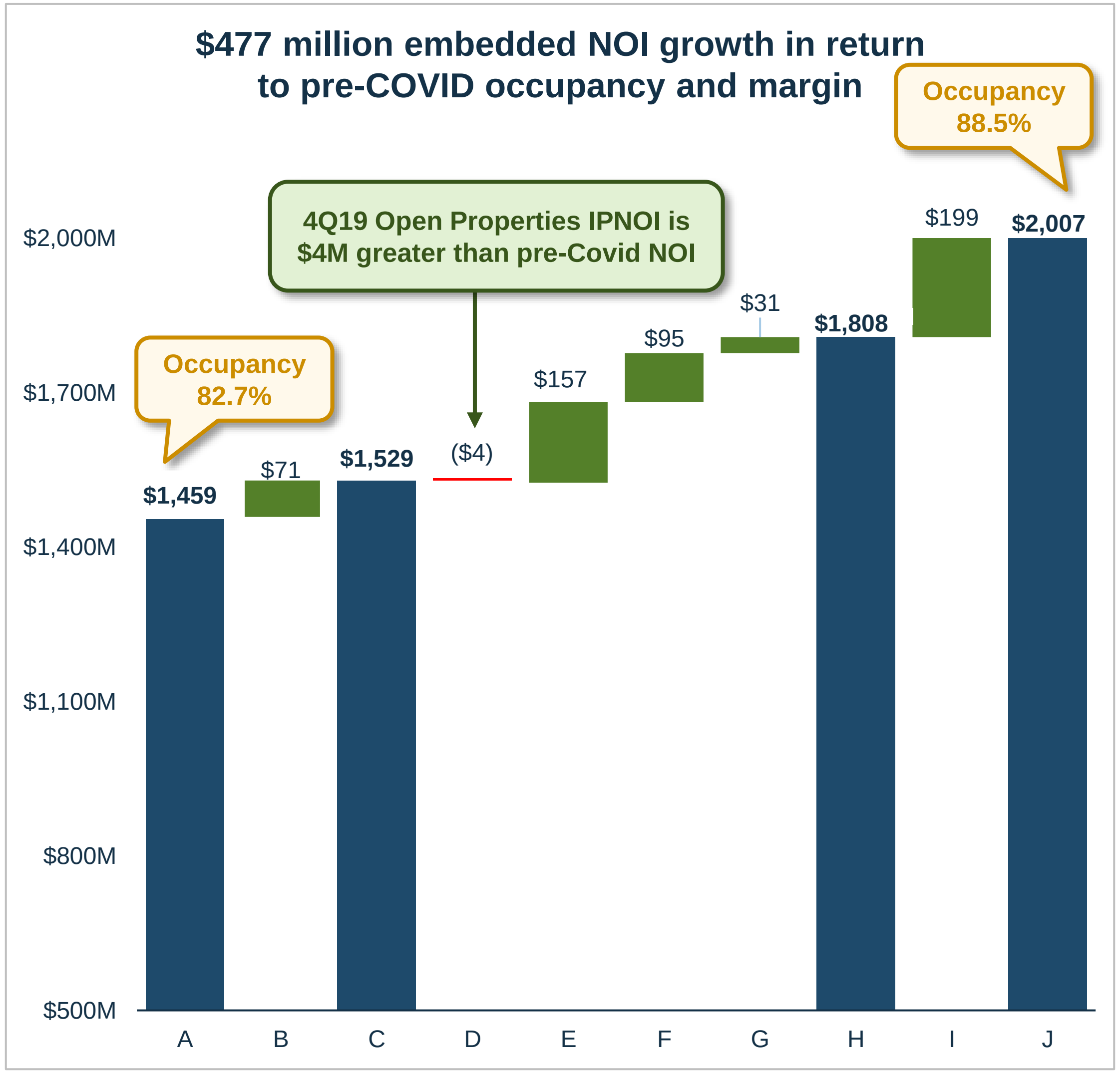

Sources: NIC MAP Vision, CoStar and Bloomberg

# SHO Portfolio | Path to Recovery

*Per previous business update issued July 29, 2024*

| | Category | NOI ($M) |
|---|---|---|
| **A)** | **2Q24 Total Portfolio - IPNOI Portfolio[1]** | **1,459** |
| B) | Chartwell JV Ownership Increase + 36 Announced NNN Conversions | 71 |
| **C)** | **2Q24 Total Portfolio – Adjusted IPNOI Portfolio** | **1,529** |
| D) | 4Q19 Open Property Occupancy Recovery (ex. Transitions) | (4) |
| E) | Transition Properties | 157 |
| F) | Fill-Up Properties | 95 |
| G) | Lease-Up of Acquisitions (4Q20-2Q24) | 31 |
| **H)** | **2Q24 Total Portfolio - Post COVID Recovery NOI** | **1,808** |
| I) | Upside Assuming 2Q24 Realized RevPOR | 199 |
| **J)** | **2Q24 Total Portfolio - Post COVID Recovery NOI Assuming 2Q24 RevPOR** | **2,007** |

| | |
|---|---|
| **A)** | 2Q24 Portfolio In-Place NOI |
| **B)** | Adjustment to 2Q24 IPNOI to reflect increased ownership stake in properties owned in prior JV with Chartwell and 36 announced NNN Conversions [2] |
| **C)** | Adjusted 2Q24 Portfolio In-Place NOI |
| **D)** | Incremental NOI from return to 4Q19 NOI levels for properties open in 4Q19, excluding segment or operator transitions |
| **E)** | Incremental NOI from properties open in 4Q19 that subsequently underwent operator or segment transitions |
| **F)** | 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 |
| **G)** | Incremental NOI from stabilization of properties acquired between 4Q20 and 2Q24 |
| **H)** | 2Q24 portfolio post-COVID recovery NOI. Represents portfolio occupancy of 88.5% and operating margin of 31.2% |
| **I)** | Incremental NOI assuming realized 2Q24 RevPOR for properties open in 4Q19[3] |
| **J)** | 2Q24 portfolio post-COVID recovery NOI based on 2Q24 realized RevPOR |




**Potential for ADDITIONAL UPSIDE assuming return to PEAK OCCUPANCY of 91.2% in 4Q15 OR BEYOND**

1. See "Supplemental Financial Measures" at the end of this presentation for definitions and reconciliations of non-GAAP financial measures
2. Categories D through G assume increased ownership stake in properties owned in prior joint venture with Chartwell and announced NNN conversions
3. Incremental NOI assumes realized 2Q24 RevPOR for properties open in 4Q19, including those within buckets D, E, and G

# Capital Allocation & Balance Sheet

*(Unchanged since prior update)*

# Acquisitions Since 4Q2020

*Per previous business update issued July 29, 2024*

## Capital Deployment Volume[1]

**$15.1B** GROSS INVESTMENTS

- ✓ Initial yield of 6.4%; Stable yield of approximately 8.0%
- ✓ 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

**172** Total Transactions

**510** Properties Acquired

**52K** 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
- ✓ Acquisitions executed at an average investment of $26 million per property

## Significant Discount to Replacement Cost

**$215K / unit** Avg. Last Dollar Basis US & CA transactions

**£46K / 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

**Leaning Into Cash Flow Distress (early) and Balance Sheet Distress (now) through Disciplined Approach to Capital Allocation and Unparalleled Access to Capital**



1. Includes pro rata gross investments across acquisitions and loans since October 1, 2020 through June 30, 2024 and excludes development funding

# Balance Sheet & Liquidity Update

*Per previous business update issued July 29, 2024*

**3.7x**
**Net Debt to Adjusted EBITDA**

**14.8%**
**Net Debt to Enterprise Value**

**92.9%**
**Pro Rata Fixed Rate Debt**

**5.1x**
**Adjusted Fixed Charge Coverage Ratio**

**BBB+ / Baa1**
***Positive Outlook***
**S&P Global / Moody's Credit Ratings**

**$8.7B**
**Near-Term Available Liquidity[1]**

## Recent Highlights

- Significant growth in EBITDA coupled with tactical capitalization of investment activity has driven a meaningful improvement in key credit metrics
- Credit rating outlook revised to positive from stable by both S&P Global and Moody's, highlighting strong seniors housing industry tailwinds and Welltower's materially improved balance sheet
- Raised $1.035 billion of exchangeable senior notes in July that carries a coupon of 3.125% due 2029
- In July, closed on a new expanded $5.0 billion senior unsecured revolving credit facility, which incorporates a maturity extension to 2029 and a 7.5 bps improvement in pricing from the previous $4.0 billion facility

## Liquidity Profile as of July 26, 2024

*(In millions)*

| | |
|---|---|
| Cash and Restricted Cash | $3,700 |
| Line of Credit Capacity[1] | 5,000 |
| **Near-Term Available Liquidity** | **8,700** |
| Expected Proceeds from Property Sales and Loan Payoffs[2] | 643 |
| **Available Liquidity Adjusted for Expanded Credit Facility** | **$9,343** |

Note: See "Supplemental Financial Measures" at the end of this presentation for definitions and reconciliations of non-GAAP financial measures
1. Pro forma for refinanced revolving line of credit which closed subsequent to quarter end
2. Includes pro rata proceeds from expected dispositions and loan payoffs as of June 30, 2024

# Plurality of Capital Sources

*Per previous business update issued July 29, 2024*

**Leveraging Efficient & Low-Cost Capital to Execute Investment Strategy**

✓ 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

## $22B | PUBLIC EQUITY

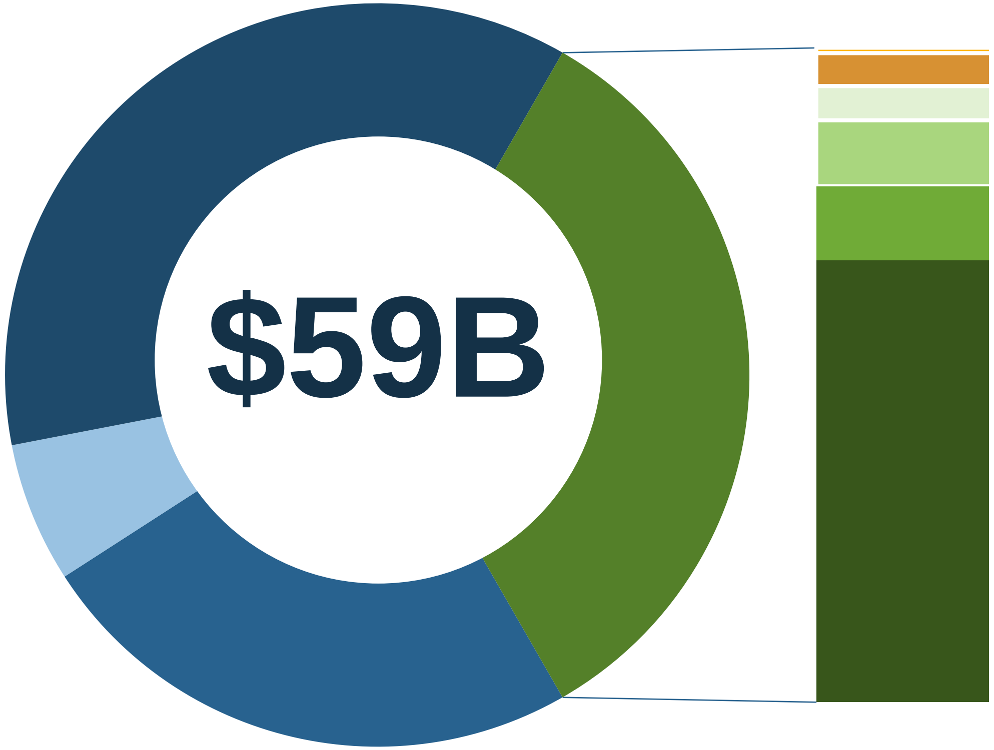
- Efficiently raised primarily via ATM & DRIP programs since 2015

## $4B | PRIVATE CAPITAL

- Capital raised via joint venture partnerships with institutional capital partners

## $14B | DISPOSITIONS

- Asset sales completed since 2015
- Investments across multiple property types allow for opportunistic harvesting of assets, taking advantage of relative value




## $19B | DEBT

- Investment grade balance sheet (BBB+/Baa1 Positive) with access to a plurality of debt capital

GDP Denominated Secured Debt

USD Term Loan

Exchangeable Notes

CAD Denominated Secured Debt

USD Denominated Secured Debt

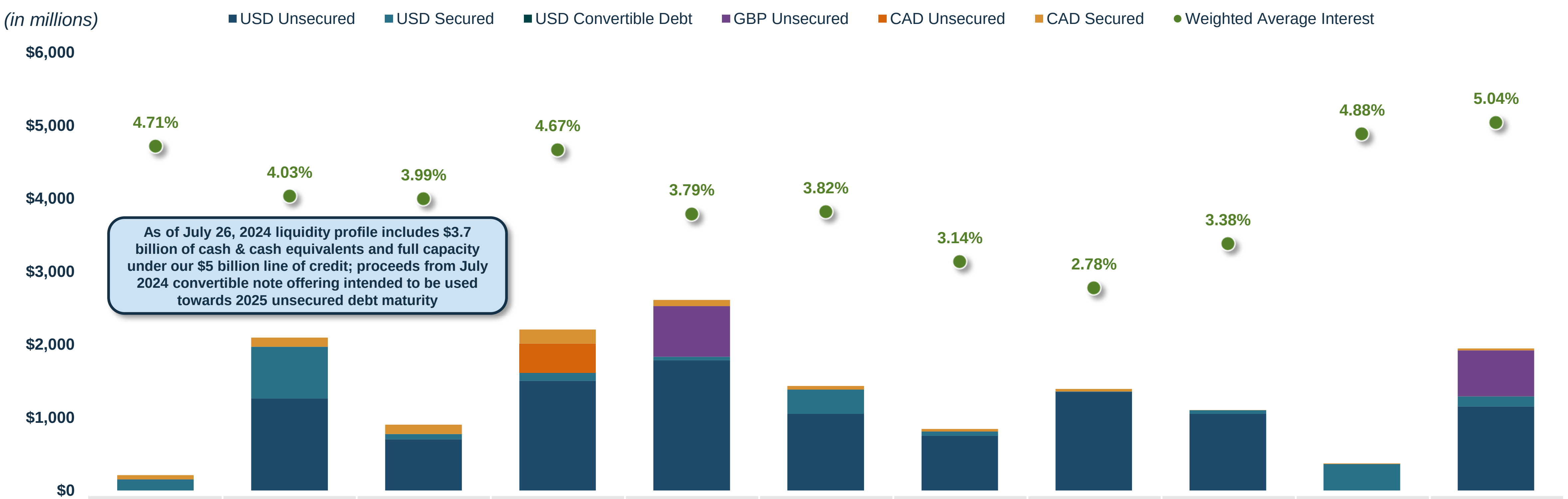
Senior Unsecured Debt

Note: Data as of January 1, 2015 through June 30, 2024

# Well-Laddered Debt Maturity Schedule(1,2,3)

*Per previous business update issued July 29, 2024*

## Weighted Average Maturity of 5.8 Years




| *($mm)* | 2024 | 2025 | 2026 | 2027 | 2028 | 2029 | 2030 | 2031 | 2032 | 2033 | After |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Unsecured Debt | - | 1,260 | 700 | 1,902 | 2,480 | 1,050 | 750 | 1,350 | 1,050 | - | 1,782 |
| Secured Debt | 210 | 835 | 199 | 302 | 131 | 381 | 92 | 40 | 53 | 369 | 163 |
| **Total** | **210** | **2,095** | **899** | **2,204** | **2,611** | **1,431** | **842** | **1,390** | **1,103** | **369** | **1,945** |

1. As of June 30, 2024
2. Represents principal amounts due excluding unamortized premiums/discounts or other fair value adjustments as reflected on the balance sheet
3. 2027 includes a $1,000,000,000 unsecured term loan and a CAD $250,000,000 unsecured term loan (approximately $182,695,000 USD at June 30, 2024). The loans mature on July 19, 2026. The interest rates on the loans are adjusted SOFR + 0.85% for USD and adjusted CORRA + 0.85% for CAD. Both term loans may be extended for two successive terms of six months at our option.

# Supplemental Financial Measures

*(Unchanged since prior update)*

# 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 Funds from Operations ("FFO"), Normalized FFO, Net Operating Income ("NOI"), In-Place NOI ("IPNOI"), Same Store NOI ("SSNOI"), RevPOR, ExpPOR, Same Store RevPOR ("SS RevPOR"), Same Store ExpPOR ("SS ExpPOR), 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.

# 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 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 our operating performance between periods or to other REITs or other companies on a consistent basis without having to account for differences caused by unanticipated and/or incalculable items.

# FFO Reconciliation

*Per previous business update issued July 29, 2024*

| (in thousands, except per share information) | Twelve Months Ended December 31, 2023 | Three Months Ended June 30, 2023 | Three Months Ended June 30, 2024 |
|---|---|---|---|
| Net income (loss) attributable to common stockholders | $ 340,094 | $ 103,040 | $ 254,714 |
| Depreciation and amortization | 1,401,101 | 341,945 | 382,045 |
| Impairments and losses (gains) on real estate dispositions, net | (31,801) | 3,254 | (164,049) |
| Noncontrolling interests(1) | (46,393) | (12,841) | (6,348) |
| Unconsolidated entities(2) | 100,226 | 30,784 | 27,411 |
| NAREIT FFO attributable to common stockholders | 1,763,227 | 466,182 | 493,773 |
| Normalizing items: | | | |
| Loss (gain) on derivatives and financial instruments, net | (2,120) | 1,280 | (5,825) |
| Loss (gain) on extinguishment of debt, net | 7 | 1 | 1,705 |
| Provision for loan losses, net | 9,809 | 2,456 | 5,163 |
| Income tax benefits | (6,977) | — | — |
| Other impairment | 16,642 | — | 88,318 |
| Other expenses | 108,341 | 11,069 | 48,684 |
| Leasehold interest termination | (65,485) | (65,485) | — |
| Casualty losses, net of recoveries | 10,107 | 3,568 | 1,953 |
| Foreign currency loss (gain) | (1,629) | (345) | (200) |
| Normalizing items attributable to noncontrolling interests and unconsolidated entities, net | 53,622 | 32,138 | 3,961 |
| Normalized FFO attributable to common stockholders | 1,885,544 | 450,864 | 637,532 |
| Government subsidies recognized(3) | (14,553) | (10,220) | (753) |
| Government subsidies attributable to noncontrolling interests and unconsolidated entities, net | 1,544 | 557 | (19) |
| Normalized FFO attributable to common stockholders, excluding government subsidies | $ 1,872,535 | $ 441,201 | $ 636,760 |
| Average diluted common shares outstanding | 518,701 | 501,970 | 604,563 |
| Per diluted share data attributable to common stockholders: | | | |
| Net income (loss)(4) | $ 0.66 | $ 0.21 | $ 0.42 |
| NAREIT FFO | $ 3.40 | $ 0.93 | $ 0.82 |
| Normalized FFO | $ 3.64 | $ 0.90 | $ 1.05 |
| Normalized FFO attributable to common stockholders, excluding government subsidies | $ 3.61 | $ 0.88 | $ 1.05 |

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

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

(3) Represents amounts recognized related to Health and Human Services Provider Relief Fund in the United States and similar programs in the United Kingdom and Canada, but excluding various state and local programs.

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

# Earnings Outlook Reconciliation

*Per previous business update issued July 29, 2024*

| (in millions, except per share data) | Year Ended December 31, 2024 | | | | | |
|---|---|---|---|---|---|---|
| | 1Q24 Earnings | | June NAREIT Update | | Current Outlook | |
| | Low | High | Low | High | Low | High |
| FFO Reconciliation: | | | | | | |
| Net income attributable to common stockholders | $ 879 | $ 957 | $ 868 | $ 940 | $ 918 | $ 966 |
| Impairments and losses (gains) on real estate dispositions, net[1,2] | (154) | (154) | (154) | (154) | (249) | (249) |
| Depreciation and amortization[1] | 1,638 | 1,638 | 1,653 | 1,653 | 1,650 | 1,650 |
| NAREIT FFO attributable to common stockholders | 2,363 | 2,441 | 2,367 | 2,439 | 2,319 | 2,367 |
| Normalizing items, net[1,3] | 29 | 29 | 55 | 55 | 172 | 172 |
| Normalized FFO attributable to common stockholders | $ 2,392 | $ 2,470 | $ 2,422 | $ 2,494 | $ 2,491 | $ 2,539 |
| | | | | | | |
| Diluted per share data attributable to common stockholders: | | | | | | |
| Net income | $ 1.48 | $ 1.61 | $ 1.45 | $ 1.57 | $ 1.52 | $ 1.60 |
| NAREIT FFO | $ 3.97 | $ 4.10 | $ 3.96 | $ 4.08 | $ 3.84 | $ 3.92 |
| Normalized FFO | $ 4.02 | $ 4.15 | $ 4.05 | $ 4.17 | $ 4.13 | $ 4.21 |
| Normalized FFO midpoint | | $ 4.085 | | $ 4.11 | | $ 4.17 |
| | | | | | | |
| Other items:[1] | | | | | | |
| Net straight-line rent and above/below market rent amortization | $ (138) | $ (138) | $ (138) | $ (138) | $ (144) | $ (144) |
| Non-cash interest expenses | 48 | 48 | 48 | 48 | 44 | 44 |
| Recurring cap-ex, tenant improvements, and lease commissions | (235) | (235) | (235) | (235) | (251) | (251) |
| Stock-based compensation | 40 | 40 | 40 | 40 | 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 our earnings press release for more information.

# 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 operators, 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. 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, and we believe such reconciliations 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 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 version 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 includes any revenue or 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.

# In-Place NOI Reconciliations

*Per previous business update issued July 29, 2024*

| (dollars in thousands) | June 30, 2024 |
|---|---|
| Net income (loss) | $ 260,670 |
| Loss (gain) on real estate dispositions, net | (166,443) |
| Loss (income) from unconsolidated entities | (4,896) |
| Income tax expense (benefit) | 1,101 |
| Other expenses | 48,684 |
| Impairment of assets | 2,394 |
| Provision for loan losses, net | 5,163 |
| Loss (gain) on extinguishment of debt, net | 1,705 |
| Loss (gain) on derivatives and financial instruments, net | (5,825) |
| General and administrative expenses | 55,565 |
| Depreciation and amortization | 382,045 |
| Interest expense | 133,424 |
| Consolidated net operating income | 713,587 |
| NOI attributable to unconsolidated investments(1) | 32,720 |
| NOI attributable to noncontrolling interests(2) | (17,296) |
| Pro rata net operating income (NOI) | 729,011 |
| Adjust: | |
| Interest income | (67,224) |
| Other income | (29,330) |
| Sold / held for sale | (3,641) |
| Non-operational(3) | 1,474 |
| Non In-Place NOI(4) | 46,967 |
| Timing adjustments(5) | 4,070 |
| In-Place NOI | 681,327 |
| Annualized In-Place NOI | $ 2,725,308 |

| In-Place NOI by property type | June 30, 2024 | % of Total |
|---|---|---|
| Seniors Housing Operating | $ 1,458,964 | 54 % |
| Seniors Housing Triple-net | 395,748 | 15 % |
| Outpatient Medical | 532,860 | 20 % |
| Long-Term/Post-Acute Care | 337,736 | 11 % |
| Total In-Place NOI | $ 2,725,308 | 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.

(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.

# SSNOI Reconciliation

*Per previous business update issued July 29, 2024*

**(dollars in thousands)**

| | June 30, 2024 | June 30, 2023 | % growth YOY |
|---|---|---|---|
| Net income (loss) | $ 260,670 | $ 106,342 | |
| Loss (gain) on real estate dispositions, net | (166,443) | 2,168 | |
| Loss (income) from unconsolidated entities | (4,896) | 40,332 | |
| Income tax expense (benefit) | 1,101 | 3,503 | |
| Other expenses | 48,684 | 11,069 | |
| Impairment of assets | 2,394 | 1,086 | |
| Provision for loan losses | 5,163 | 2,456 | |
| Loss (gain) on extinguishment of debt, net | 1,705 | 1 | |
| Loss (gain) on derivatives and financial instruments, net | (5,825) | 1,280 | |
| General and administrative expenses | 55,565 | 44,287 | |
| Depreciation and amortization | 382,045 | 341,945 | |
| Interest expense | 133,424 | 152,337 | |
| Consolidated NOI | 713,587 | 706,806 | |
| NOI attributable to unconsolidated investments(1) | 32,720 | 25,150 | |
| NOI attributable to noncontrolling interests(2) | (17,296) | (24,262) | |
| Pro rata NOI(3) | 729,011 | 707,694 | |
| Non-cash NOI attributable to same store properties | 66,066 | (28,888) | |
| NOI attributable to non-same store properties | (262,613) | (190,353) | |
| Currency and ownership adjustments(4) | (262) | 3,131 | |
| Other adjustments(5) | 5,621 | (8,342) | |
| Same Store NOI (SSNOI) | $ 537,823 | $ 483,242 | *11.3%* |
| Seniors Housing Operating | 261,784 | 215,079 | *21.7%* |
| Seniors Housing Triple-net | 90,935 | 87,221 | *4.3%* |
| Outpatient Medical | 125,840 | 123,246 | *2.1%* |
| Long-Term/Post-Acute Care | 59,264 | 57,696 | *2.7%* |
| Total SSNOI | $ 537,823 | $ 483,242 | *11.3%* |

(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.

(3) Represents Welltower's pro rata share of NOI.

(4) Includes adjustments to reflect consistent property ownership percentages and foreign currency exchange rates for properties in the U.K. and Canada.

(5) Includes other adjustments described in the 2Q24 Supplemental Information package.

# SHO RevPOR Growth Reconciliation

*Per previous business update issued July 29, 2024*

(dollars in thousands, except SS RevPOR and units)

| | June 30, 2023 | June 30, 2024 |
|---|---|---|
| **SHO SS RevPOR Growth** | | |
| Consolidated SHO revenues | $ 1,164,439 | $ 1,411,450 |
| Unconsolidated SHO revenues attributable to WELL[1] | 63,041 | 63,164 |
| SHO revenues attributable to noncontrolling interests[2] | (48,505) | (20,723) |
| SHO pro rata revenues[3] | 1,178,975 | 1,453,891 |
| Non-cash and non-RevPOR revenues on same store properties | (3,160) | (1,753) |
| Revenues attributable to non-same store properties | (300,273) | (493,808) |
| Currency and ownership adjustments[4] | 4,936 | (604) |
| SHO SS RevPOR revenues[5] | $ 880,478 | $ 957,726 |
| Average occupied units/month[6] | 50,982 | 52,686 |
| SHO SS RevPOR[7] | $ 5,773 | $ 6,076 |
| SS RevPOR YOY growth | | 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.

(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.

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

(6) Represents average occupied units for SS properties on a pro rata basis.

(7) Represents pro rata SS average revenues generated per occupied room per month, and adjusted, where applicable, for consistent number of days per quarter.

# SHO SS ExpPOR Growth Reconciliation

*Per previous business update issued July 29, 2024*

(dollars in thousands, except SS ExpPOR and units)

| | June 30, 2023 | June 30, 2024 |
|---|---|---|
| **SHO SS ExpPOR Growth** | | |
| Consolidated SHO property operating expenses | $ 885,187 | $ 1,034,906 |
| Unconsolidated SHO expenses attributable to WELL(1) | 49,411 | 40,123 |
| SHO expenses attributable to noncontrolling interests(2) | (32,530) | (8,638) |
| SHO pro rata expenses(3) | 902,068 | 1,066,391 |
| Non-cash expenses on same store properties | (231) | (807) |
| Expenses attributable to non-same store properties | (246,697) | (363,603) |
| Currency and ownership adjustments(4) | 3,977 | (547) |
| Normalizing adjustment for management fees(5) | 4,732 | (4,076) |
| Normalizing adjustment for casualty related expenses(6) | (2,714) | (771) |
| Normalizing adjustment for government grants(7) | 5,347 | 72 |
| Other normalizing adjustments(8) | 800 | — |
| SHO SS expenses(9) | $ 667,282 | $ 696,659 |
| Average occupied units/month(10) | 50,982 | 52,686 |
| SHO SS ExpPOR(11) | $ 4,375 | $ 4,420 |
| SS ExpPOR YOY growth | | 1.0 % |

(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, 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 normalizing adjustment related to the accrual for an incentive management fee at one Seniors Housing Operating operator 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 SHO same store property operating expenses at Welltower pro rata ownership.

(10) Represents average occupied units for SS properties.

(11) Represents estimate of one incremental day of variable expenses.

# 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. We primarily use these measures to determine our fixed charge coverage ratio, which represents Adjusted EBITDA divided by fixed charges. Fixed charges include total interest and secured debt principal amortization. Our leverage ratios include net debt to Adjusted EBITDA and consolidated enterprise value. Net debt is defined as total long-term debt, excluding operating lease liabilities, less cash and cash equivalents and restricted cash. Consolidated enterprise value represents the sum of net debt, the fair market value of our common stock and noncontrolling interests.

We measure our credit strength both in terms of leverage ratios and coverage ratios. The leverage ratios which include net debt to consolidated enterprise value, indicate how much of our balance sheet capitalization is related to long-term debt, net of cash and restricted cash. We expect to maintain capitalization ratios and coverage ratios sufficient to maintain a capital structure consistent with our current profile. Net debt is defined as total long-term debt, excluding operating lease liabilities, less cash and cash equivalents and restricted cash. Consolidated enterprise value represents the sum of net debt, the fair market value of our common stock and noncontrolling interests.

# Net Debt to Adjusted EBITDA

*Per previous business update issued July 29, 2024*

| (dollars in thousands) | Three Months Ended June 30, 2024 |
|---|---|
| Net income | $ 260,670 |
| Interest expense | 133,424 |
| Income tax expense (benefit) | 1,101 |
| Depreciation and amortization | 382,045 |
| EBITDA | 777,240 |
| Loss (income) from unconsolidated entities | (4,896) |
| Stock-based compensation expense | 10,026 |
| Loss (gain) on extinguishment of debt, net | 1,705 |
| Loss (gain) on real estate dispositions, net | (166,443) |
| Impairment of assets | 2,394 |
| Provision for loan losses, net | 5,163 |
| Loss (gain) on derivatives and financial instruments, net | (5,825) |
| Other expenses | 48,684 |
| Casualty losses, net of recoveries | 1,953 |
| Other impairments[1] | 88,318 |
| Adjusted EBITDA | $ 758,319 |

| | Three Months Ended June 30, 2024 |
|---|---|
| Total debt[2] | $ 14,027,128 |
| Cash and cash equivalents and restricted cash | (2,863,598) |
| Net debt | 11,163,530 |
| Adjusted EBITDA | 758,319 |
| Adjusted EBITDA annualized | $ 3,033,276 |
| Net debt to Adjusted EBITDA ratio | 3.68 x |
| | |
| Interest expense | $ 133,424 |
| Capitalized interest | 14,478 |
| Non-cash interest expense | (8,953) |
| Total interest | 138,949 |
| Secured debt principal amortization | 10,107 |
| Total fixed charges | 149,056 |
| Adjusted EBITDA | $ 758,319 |
| Adjusted Fixed charge coverage ratio | 5.1 x |

(1) Represents the write off of straight-line rent receivable balances for leases placed on cash recognition.

(2) Amounts include unamortized premiums/discounts, other fair value adjustments and financing lease liabilities. Excludes operating lease liabilities related to ASC 842 of $302,309,000 for the three months ended June 30, 2024.

# Net Debt to Consolidated Enterprise Value

*Per previous business update issued July 29, 2024*

| (in thousands, except share price) | | Three Months Ended June 30, 2024 |
|---|---|---|
| Common shares outstanding | | 608,151 |
| Period end share price | $ | 104.25 |
| Common equity market capitalization | $ | 63,399,742 |
| Total debt[1] | $ | 14,027,128 |
| Cash and cash equivalents and restricted cash | | (2,863,598) |
| Net debt | $ | 11,163,530 |
| Noncontrolling interests[2] | | 712,153 |
| Consolidated enterprise value | $ | 75,275,425 |
| Net debt to consolidated enterprise value | | 14.8 % |

(1) Amounts include senior unsecured notes, secured debt and lease liabilities related to finance leases, as reflected on our consolidated 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.