

# **Welltower Inc.**

## **Compensation Committee Charter**

### **A. Organization and Qualifications**

There shall be a standing committee of the Board of Directors of Welltower Inc. (“Welltower”) to be known as the Compensation Committee (the “Committee”). The membership of the Committee shall be comprised of at least three members of the Board of Directors. No director of Welltower shall be eligible to serve on the Committee unless he or she is independent as defined by New York Stock Exchange (“NYSE”) Rule 303A.02(a). The Board of Directors shall designate the members and the Chair of the Committee, upon the recommendation of the Nominating/Corporate Governance Committee. The members of the Committee shall be knowledgeable and experienced in executive compensation matters. Members of the Committee may be removed at any time without cause by affirmative vote of a majority of the Board of Directors.

### **B. Meetings**

A majority of the Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present shall be the action of the Committee. The Committee shall meet as often as it determines is necessary to fulfill its responsibilities, in person, or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. The Committee also may take action by unanimous written consent of its members. The Chair of the Committee shall preside at each meeting of the Committee and, in consultation with other Committee members, determine the frequency and length of the meetings and set agendas for the meetings. In the absence of the Chair, a majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Committee, in its discretion, may ask members of Management or others to attend its meetings (or portions thereof) and to provide pertinent information (as necessary). The Committee shall keep a record of its actions and proceedings and report regularly to the Board of Directors regarding its activities. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as are necessary or desirable and not inconsistent with the provisions of Welltower’s By-Laws or this Charter.

### **C. Purposes**

The purposes of the Committee are to:

1. Assist the Board of Directors in discharging the Board’s responsibilities relating to compensation of Welltower’s executives (including all officers within the meaning of Section 16a-1(f) promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), the “Executives”) and directors, including making decisions regarding grants and achievement of performance objectives for Executives under Welltower’s cash-based and equity-based incentive compensation plans. To the extent determined by the Board or to comply with Section 16 of the Exchange Act, this shall include equity-based incentive compensation plans of subsidiaries of Welltower.

2. Review Welltower's equity compensation plans and recommend revisions to plans and new plans to the Board for approval as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans (including the authority to add additional shares or adopt such other amendments to any of Welltower's equity compensation plans, subject to any required approval of Welltower's stockholders). To the extent determined by the Board or to comply with Section 16 of the Exchange Act, this shall include equity-based incentive compensation plans of subsidiaries of Welltower.
3. Review and discuss with management the Compensation Discussion & Analysis Report (the "CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules and regulations, as they may be amended from time to time, require be included in the Company's annual report and proxy statement.
4. Recommend to the Board based on the review and discussion with management the form of CD&A to be included in Welltower's Proxy Statement and Annual Report on Form 10-K, and prepare the compensation committee report required by SEC rules and regulations for inclusion in the Company's Proxy Statement and Annual Report.
5. Perform any other activities consistent with this Charter, Welltower's By-Laws and governing law as the Committee or the Board deems necessary or appropriate.

#### **D. Authority and Responsibilities**

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

1. Oversee Welltower's compensation philosophy and ensure that the management team is rewarded appropriately for their contributions to growth and profitability and that the executive compensation strategy supports Welltower's objectives and stockholder interests.
2. Review and approve at least annually the performance measures and goals relevant to the compensation of Welltower's Chief Executive Officer ("CEO"), evaluate the CEO's performance in consultation with the Board in light of these goals and objectives, and determine and approve the CEO's compensation based on this evaluation.
  - In determining the long-term incentive component of the CEO's compensation, the Committee shall consider all relevant factors, including Welltower's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to Welltower's CEO in past years.
  - In making any determinations with respect to the CEO's compensation, the Committee shall take into account the CEO's participation in the Welltower OP LLC Ten Year Executive Continuity and Alignment Program, which is intended to be the CEO's sole source of compensation from Welltower (other than a fixed nominal annual base salary previously approved by the Committee) until December 31, 2035.

3. Review and approve at least annually the performance measures and goals relevant to the compensation of Welltower's Executives other than the CEO, oversee the evaluation of these Executives in consultation with the Board in light of these goals and objectives, and review and approve at least annually the compensation of these Executives.
  - In making any determinations with respect to an Executive's compensation, the Committee shall, if applicable, take into account the Executive's participation in, as applicable, the Welltower OP LLC Ten Year Executive Continuity and Alignment Program or the Welltower OP LLC Ten Year Key Employee Continuity and Alignment Program, which, if such Executive is a participant in either program, is intended to be the applicable Executive's sole source of compensation from Welltower (other than a fixed annual base salary previously approved by the Committee) until December 31, 2035.
4. Review and recommend to the Board Welltower's equity-based plans, and, to the extent subject to the approval of the Board, Welltower's incentive compensation plans, and administer such plans in accordance with their terms and applicable law or oversee the activities of the individuals responsible for administering those plans, as applicable.
5. Approve the granting of any equity grants under Welltower's equity compensation plans and programs pursuant to the terms of such plans. The Committee may delegate this authority to grant equity awards with respect to employees, consultants and contractors who are not Executives.
6. At least annually, review with the Board matters relating to management succession, management development and a review of individual manager skills that are needed to implement Welltower's strategic plans.
7. Determine the need for and approve any employment contracts, change in control agreements, retention agreements, consulting agreements and/or severance arrangements for Executives.
8. Determine the terms of and approve Welltower's Equity Ownership Policy, Clawback Policy, Policy for Recoupment of Executive Compensation and, as the Committee may determine, such other material written compensation policies that may be applicable to Executives and non-employee directors (collectively, the "Policies"), and periodically review the Policies to assess their continued appropriateness and compliance with applicable laws, and make amendments to the Policies where necessary, desirable or appropriate.
9. Oversee the administration of Welltower's Clawback Policy and the Policy for Recoupment of Executive Compensation.
10. Annually review compliance by Executives and directors with the Equity Ownership Policy.
11. Oversee the assessment of the risks related to the Company's compensation policies and

programs applicable to officers and employees, and review and report to the Board on the results of this assessment.

12. Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
13. Oversee Welltower's engagement efforts with stockholders on the subject of executive compensation.
14. At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
15. Oversee Welltower's strategies and policies related to human capital management, including with respect to matters such as belonging and inclusion, workplace compliance, workplace environment and culture, and talent development and retention.
16. Conduct an annual review of the performance and effectiveness of the Committee and develop a procedure for conducting such a review.
17. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Committee will have such other duties and responsibilities as may be delegated by the Board from time to time.

## **E. Authority**

1. The Committee shall have the sole authority to form and delegate authority to subcommittees when appropriate. The Committee shall also have the authority to delegate to one or more Welltower officers or employees such power and authority held by the Committee as the Committee deems appropriate; provided, however, that the Committee shall not delegate to any employee any power or authority required by any law, regulation or listing standard be exercised by the Committee.
2. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other advisor.
3. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee.
4. The Committee shall receive appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or any other advisor retained by the Committee.

5. The Committee may receive advice from a compensation consultant, legal counsel or other advisor only after taking into consideration all factors relevant to that person's independence from management, including the following:
  - Any services provided to Welltower by the person that employs the compensation consultant, legal counsel or other advisor;
  - The amount of fees received from Welltower by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenues of such person;
  - The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
  - Any stock of Welltower owned by the compensation consultant, legal counsel or other advisor; and
  - Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an Executive of Welltower.
6. Without limiting the foregoing, the Committee shall have the sole authority to (a) retain any consulting firm for the purpose of assisting in the evaluation of compensation of Welltower's CEO and other Executives, (b) approve such firm's fees and other retention terms, and (c) terminate any such relationship.
7. The Committee shall have the authority to take appropriate steps to adopt, implement, interpret, enforce, amend and make determinations under a Policy; and any such decisions and determinations made by the Committee pursuant to any Policy shall be final and binding on all persons having an interest in such decision or determination.
8. The Committee shall have the sole authority to perform such other functions as it may be delegated by the Board or which it is required to exercise under applicable law, including rules issued by the Securities and Exchange Commission or the NYSE.

*Reviewed and Approved by the Board of Directors of Welltower Inc. on April 8, 2026*