



Business Update

July 29, 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.

Recent Highlights⁽¹⁾

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 subsidiaries
- 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

Recent Highlights Continued⁽¹⁾

\$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

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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

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

Seniors housing is NOT a commodity business – exclusive operator relationships & alignment creating sustained alpha for Welltower

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

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

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

2015

2016-2020

2021+

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 in excess of \$30B 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

Established Competitive Advantages Driving Sustainable Shareholder Value Creation

Welltower Value-Add and Moat

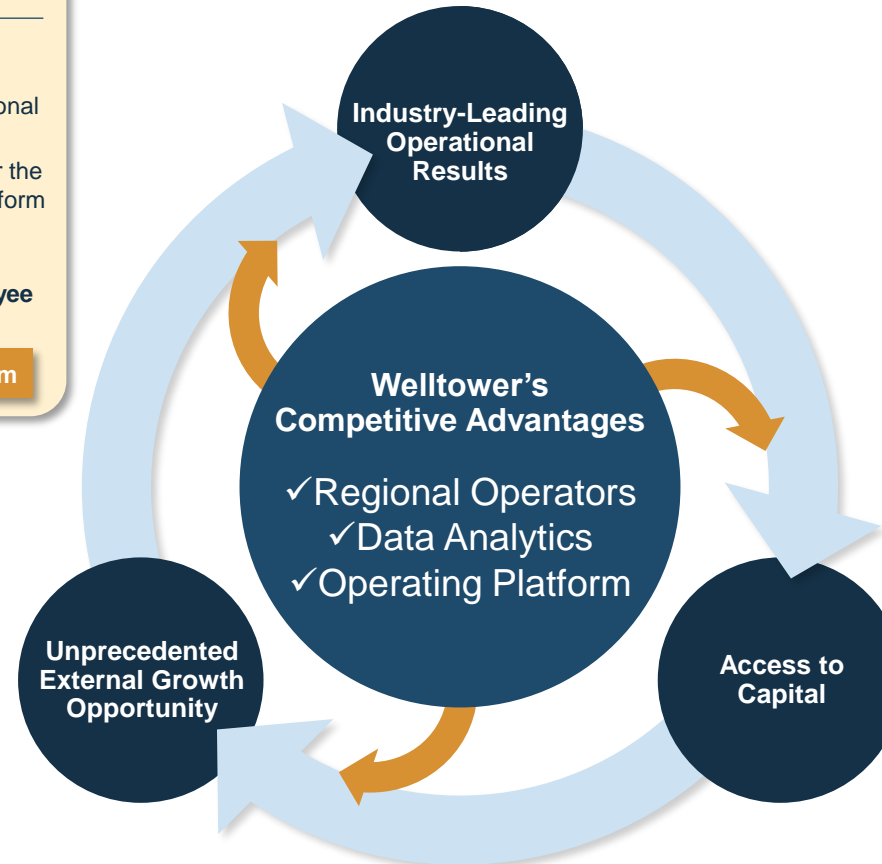
Best-in-class:

- 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

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

THEME



REAL ESTATE SECTOR IMPACT



E-Commerce

Industrial / Logistics



Life Sciences

Lab Space



Operationalization of Real Estate

Self Storage / Single Family Rentals

Themes of the last 10 years



AGING OF THE POPULATION

HEALTH CARE

Theme of the next 10+ years

Capital Markets Backdrop

Capital Markets Backdrop | Unprecedented Capital Deployment Opportunity

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

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”

Debt

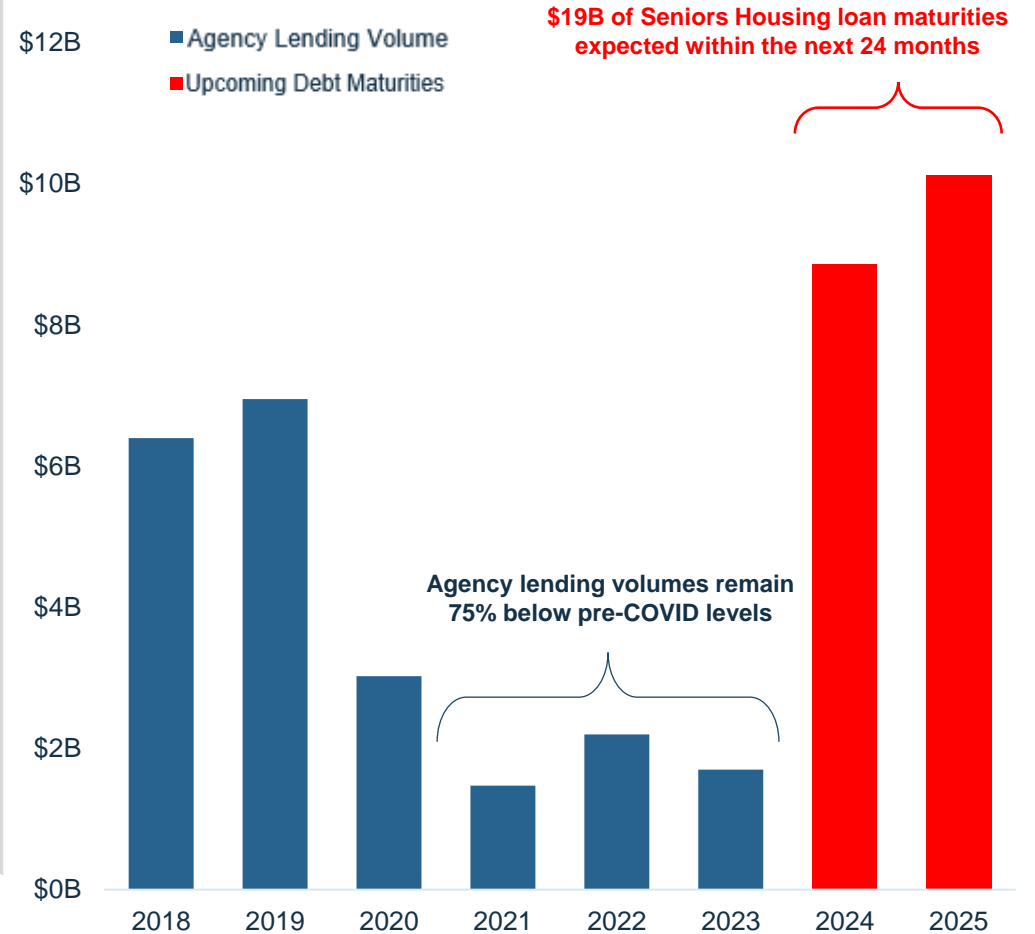
Interest-Only Periods Rolling Off

- 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⁾



Capital Markets Backdrop | Solutions Oriented Approach to Investing

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

Executive Summary

- 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	-



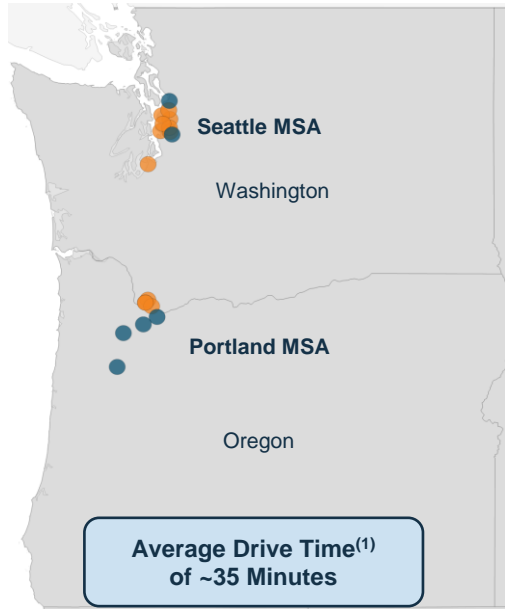
**Potential NOI upside of approximately \$50 million upon achievement of pre-COVID occupancy and margin⁽¹⁾
\$20 million+ of additional upside beyond pre-COVID stabilization if underwritten economics are achieved**

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

Holiday Transitions | Regional Densification Illustration

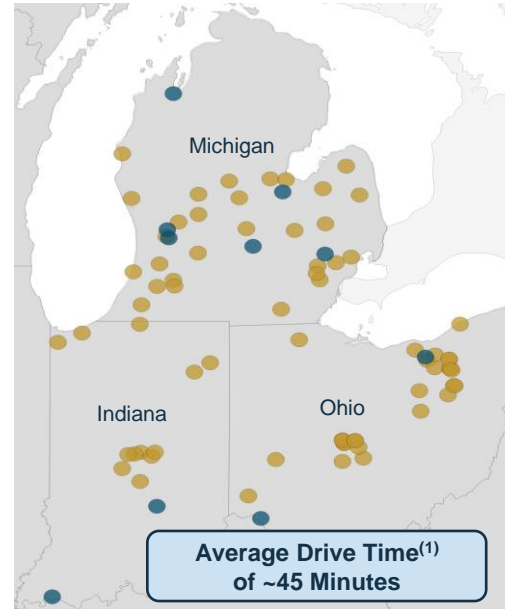
● New Communities
● In-Place Communities

Cogir US – Pacific Northwest



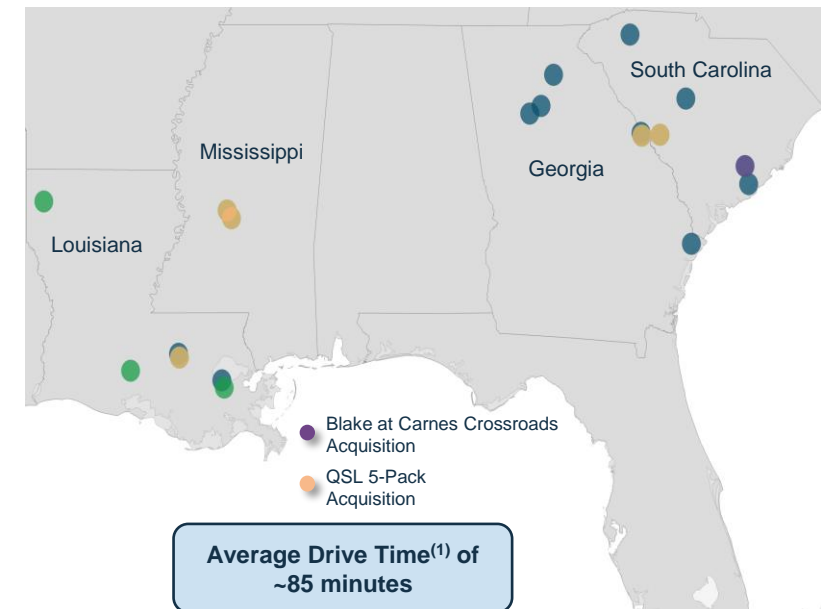
- The Welltower-Cogir US relationship began in 2018 and, pro forma for the Atria transitions, will expand to 45 communities
- Cogir maintains significant expertise in operating clusters of independent living assets in California and the Pacific Northwest
- Cogir has achieved strong post-COVID performance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

StoryPoint - Midwest



- 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



- 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

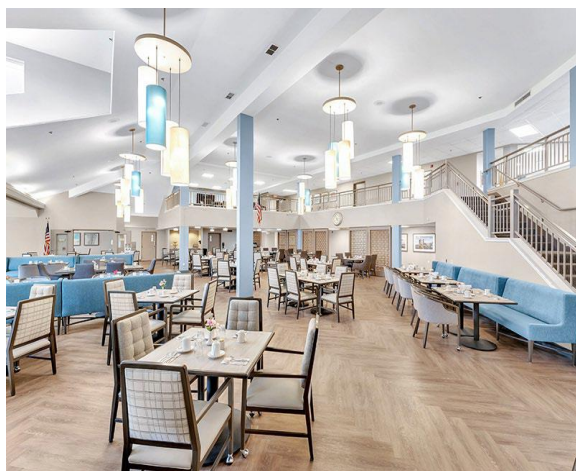
1. Represents the average time driving between each Holiday by Atria transition community and the closest in-place asset prior to the transition

Updated Holiday Per Unit Basis

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

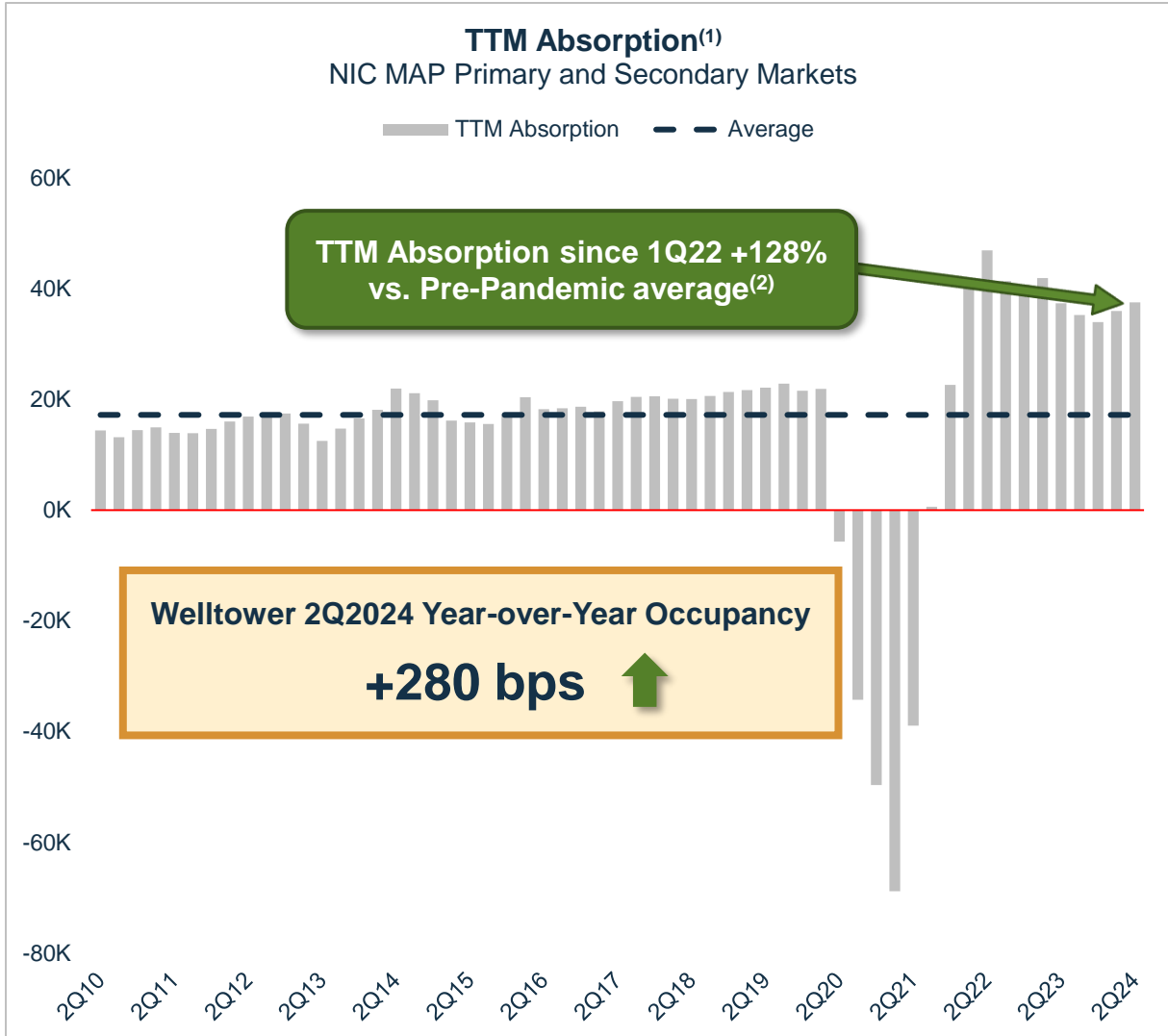
Portfolio expected to stabilize at an 8%+ yield on Welltower's all-in, after capex basis



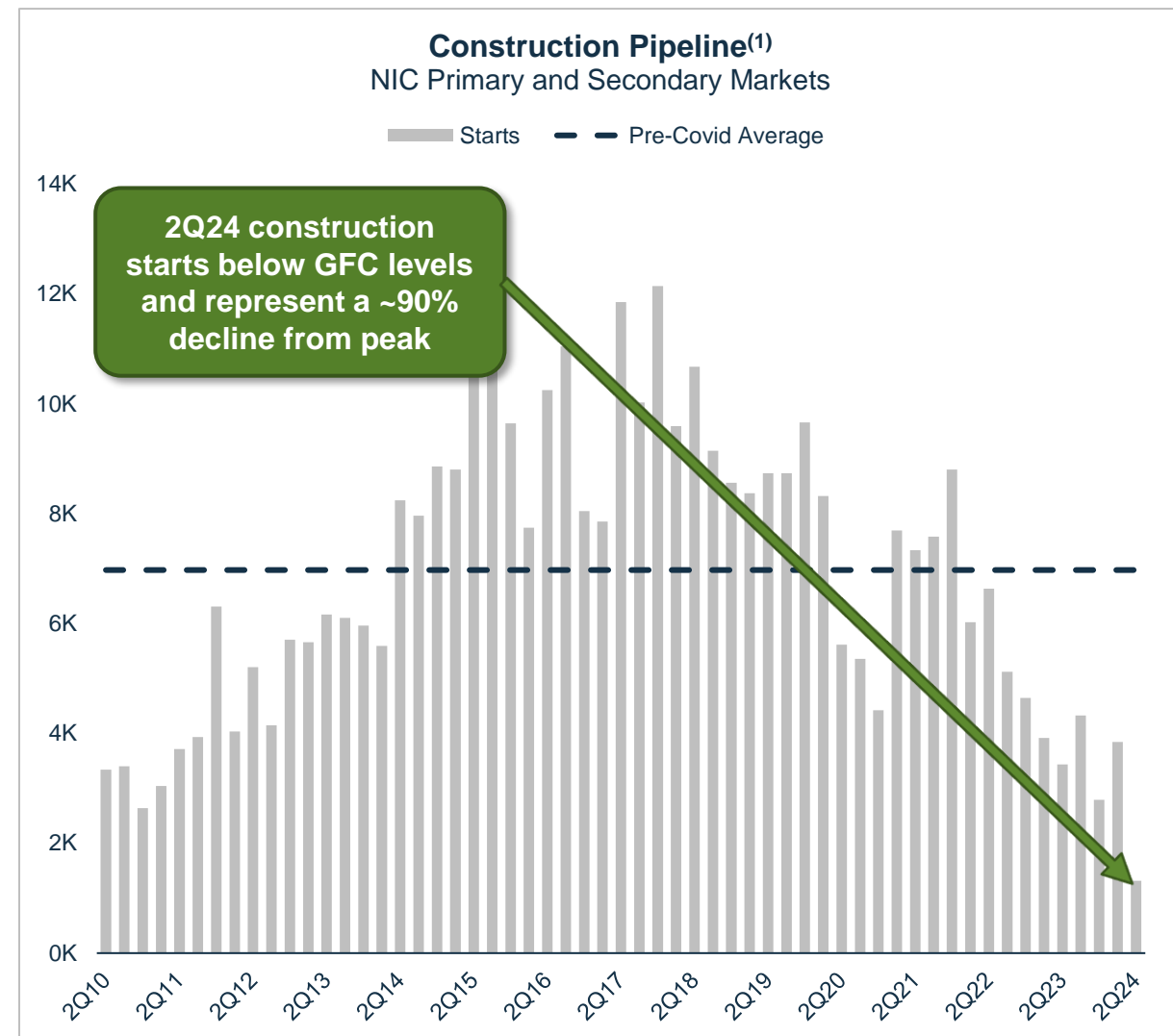
Seniors Housing Trends

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

Seniors Housing Demand Remains Robust...



...While Supply Continues to Decline Rapidly

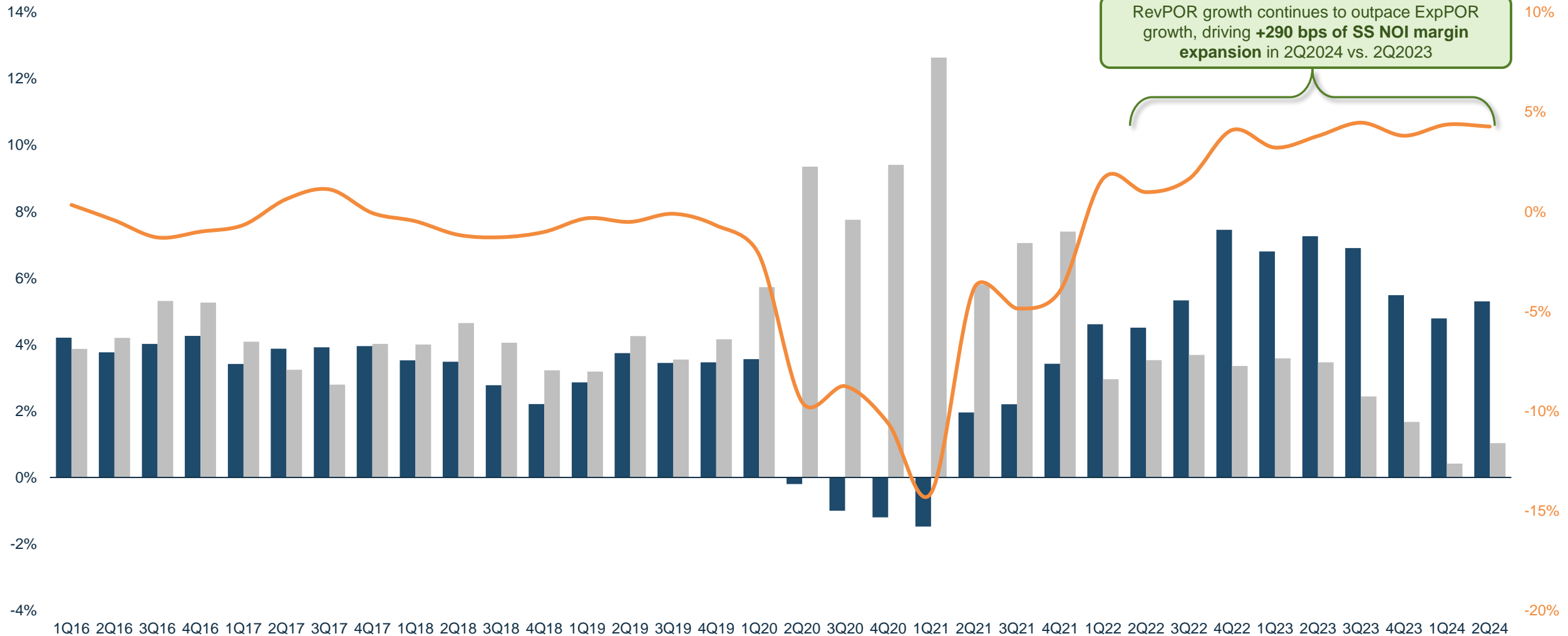


1. Source: National Investment Center for Seniors Housing & Care
2. Pre-pandemic average from 1Q09-1Q20

Favorable Unit Economics Driving Substantial Margin Expansion

Unit Revenue and Expense Trends⁽¹⁾

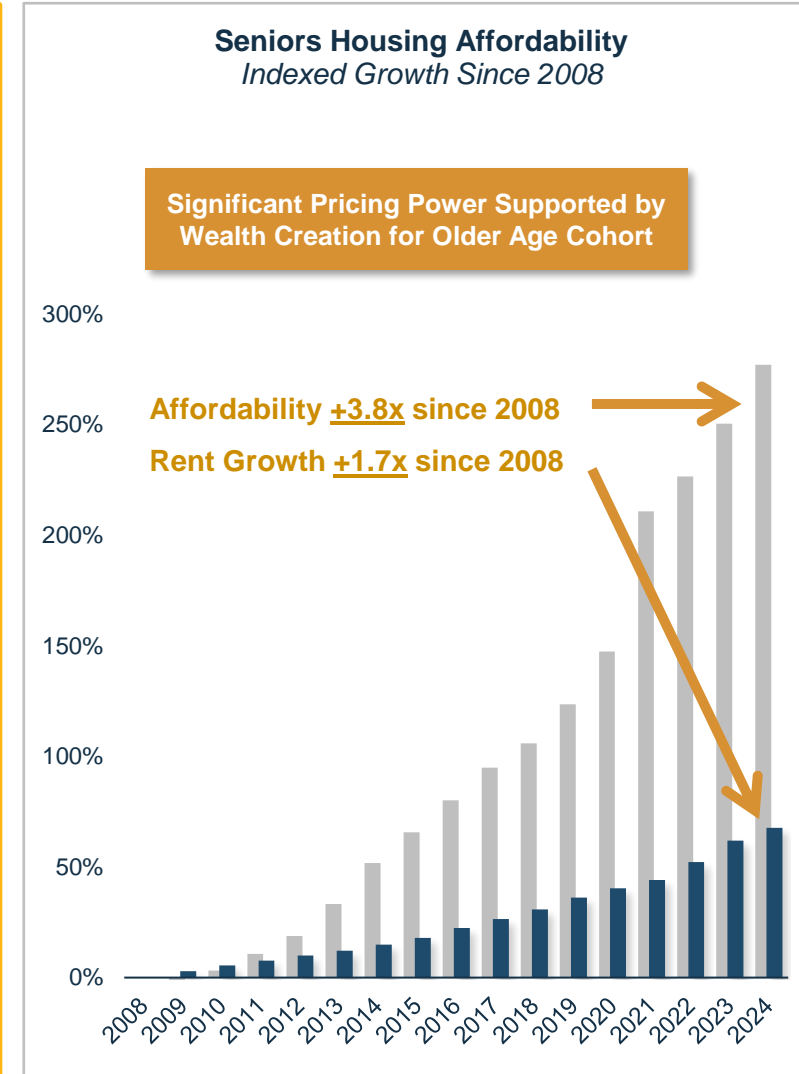
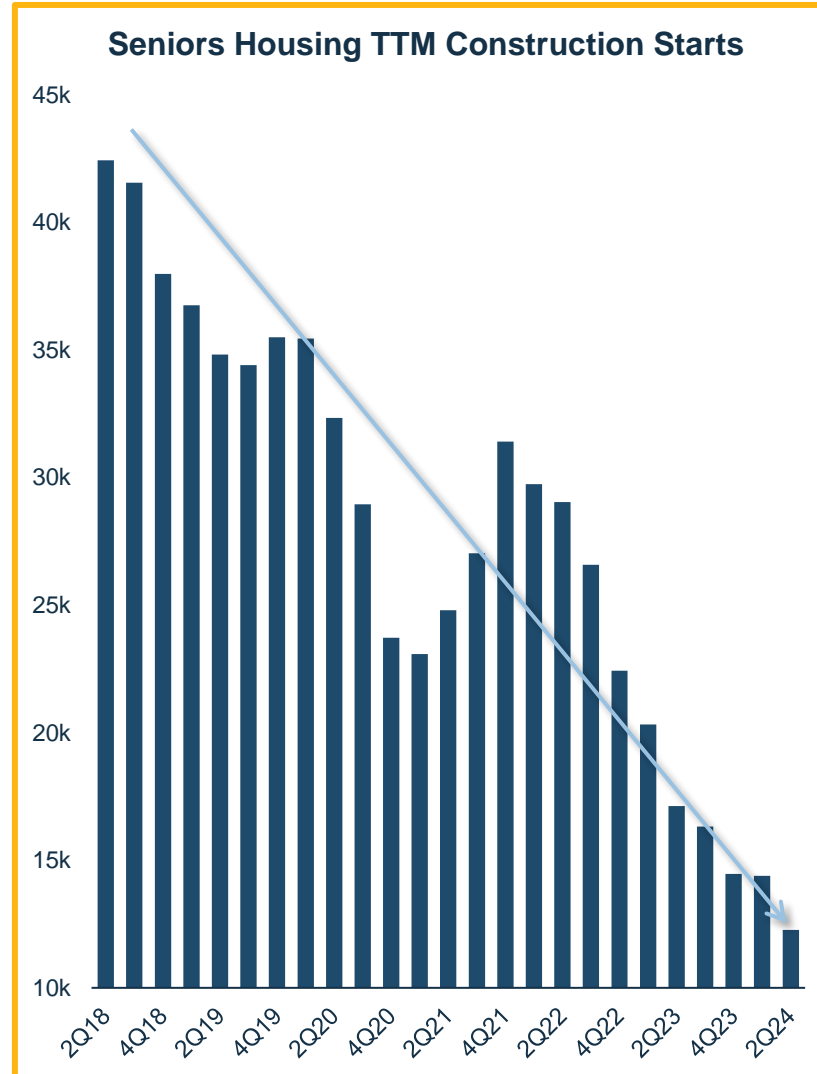
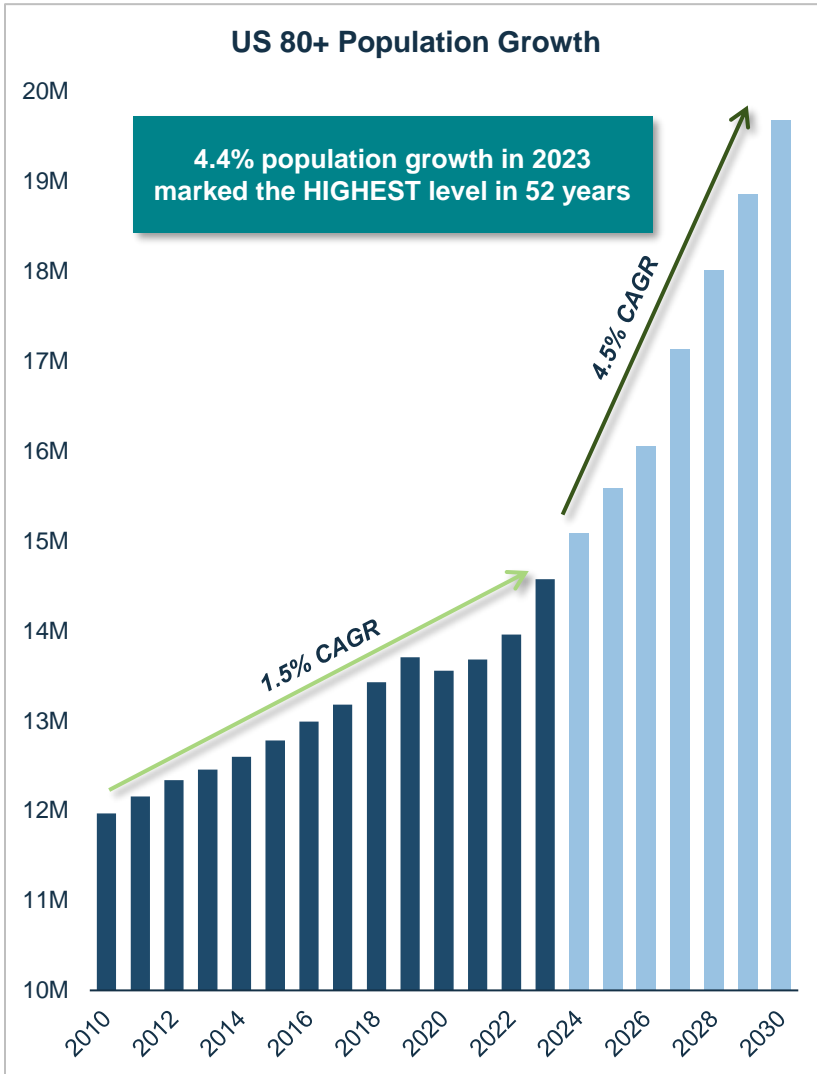
■ Same Store RevPOR (left axis)
 ■ Same Store ExpPOR (left axis)
 — Delta Between RevPOR and ExpPOR (right axis)



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

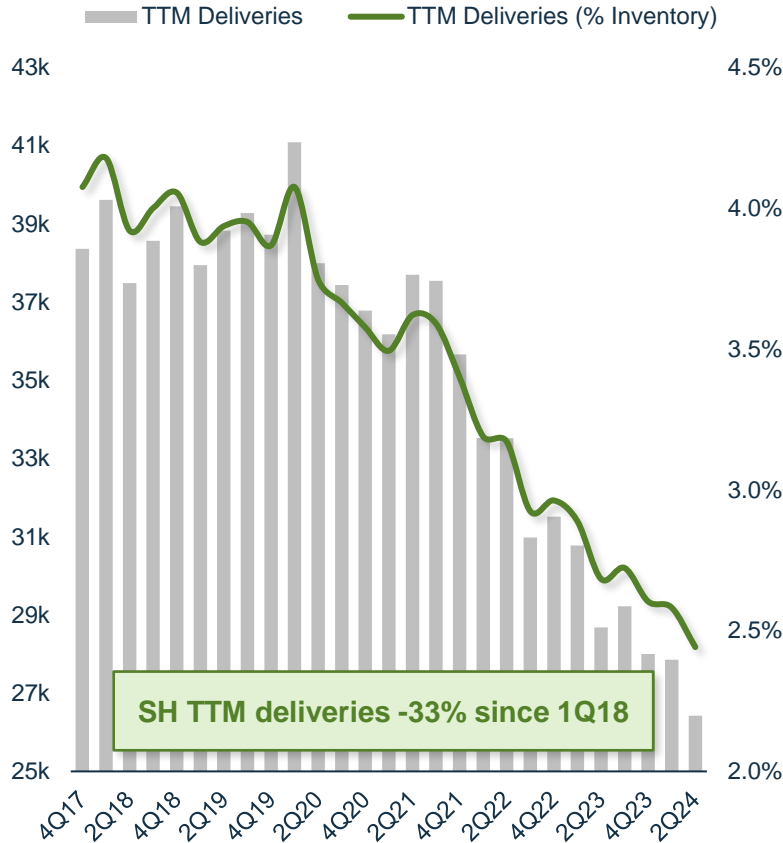
Accelerating 80+ Population Growth Coinciding with Diminishing New Supply & Improved Affordability



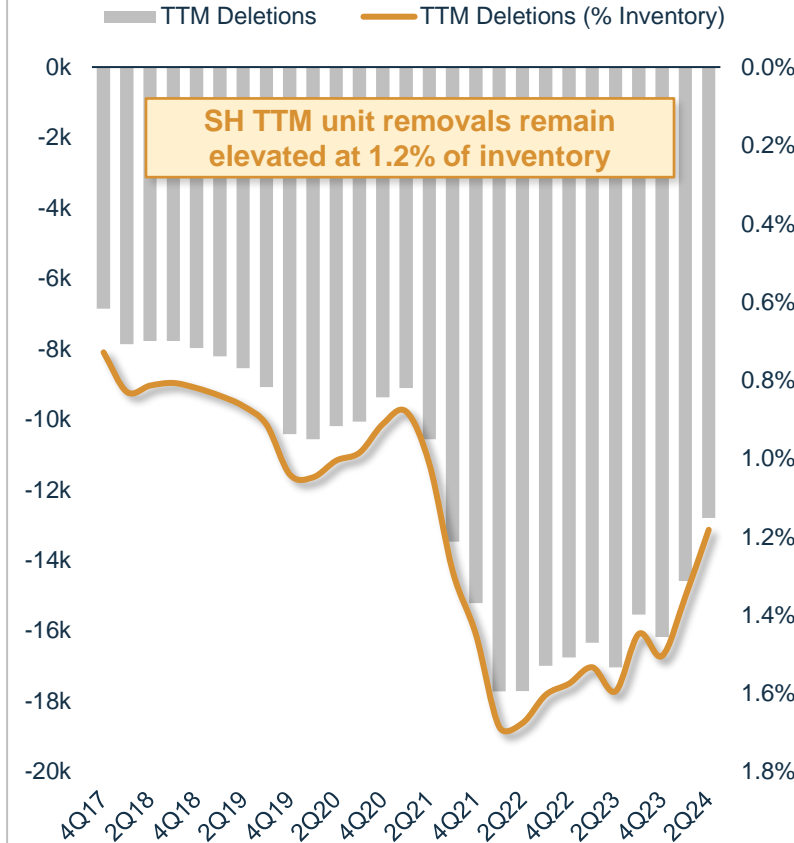
Minimal New Supply in Coming Years Sets Stage For Multi-Year Occupancy Gains

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

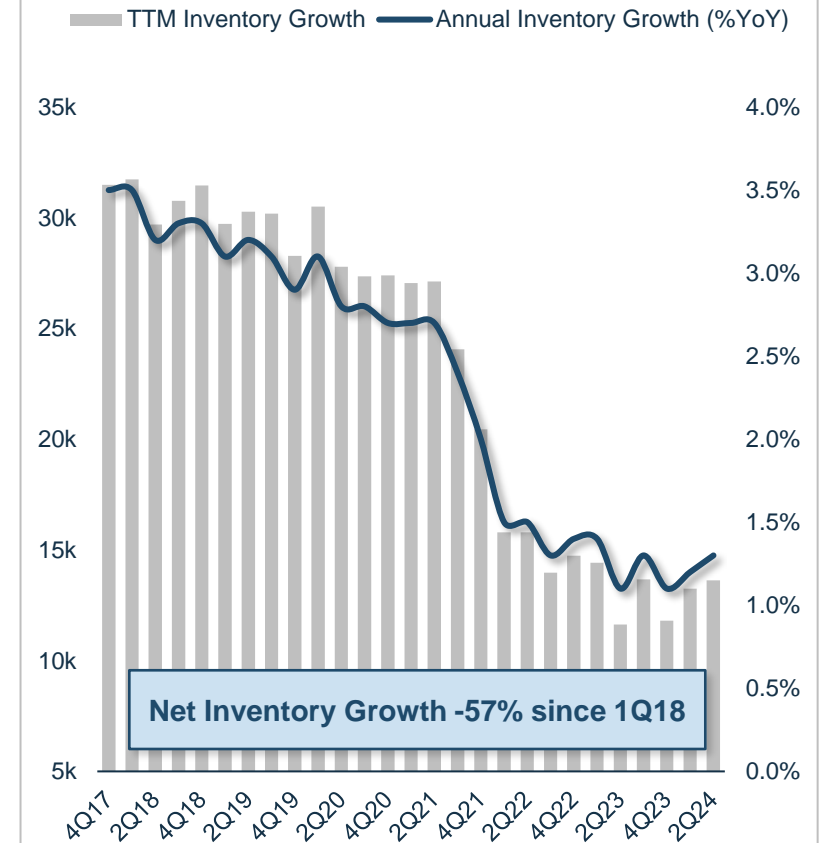
Deliveries



Deletions



Net Inventory Growth



Declining Deliveries + High Inventory Obsolescence

Anemic Inventory Growth

Muted Seniors Housing Supply Expected Through the End of the Decade

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 FOLLOWING Rebuilding of Development Teams AND Return of Construction Financing

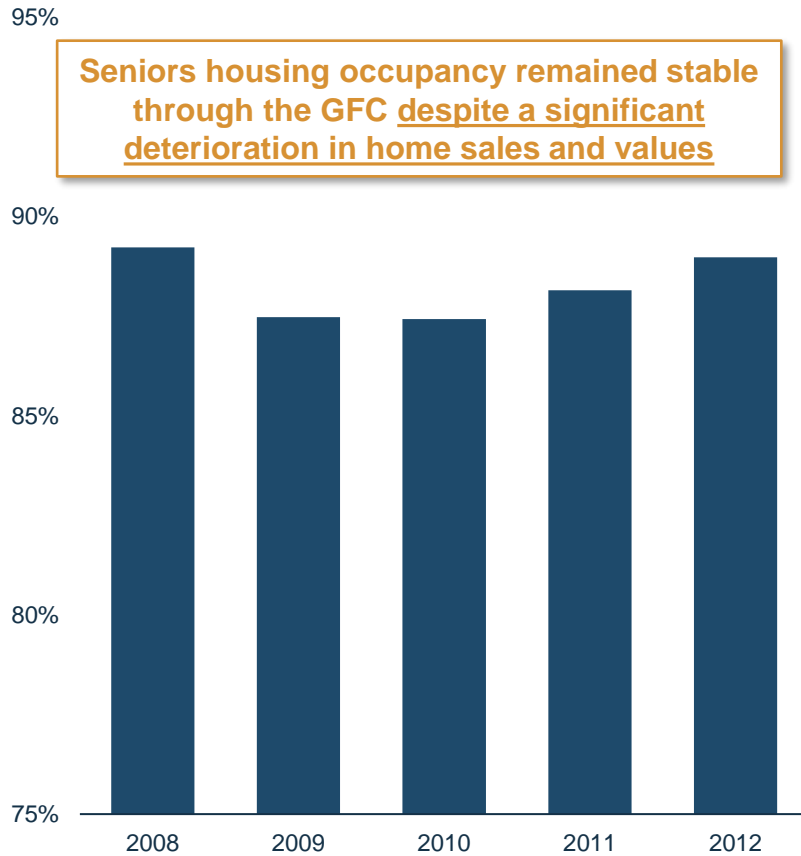


Average time to stabilization totals approximately 7 years with many projects in high-barrier-to-entry markets taking significantly longer

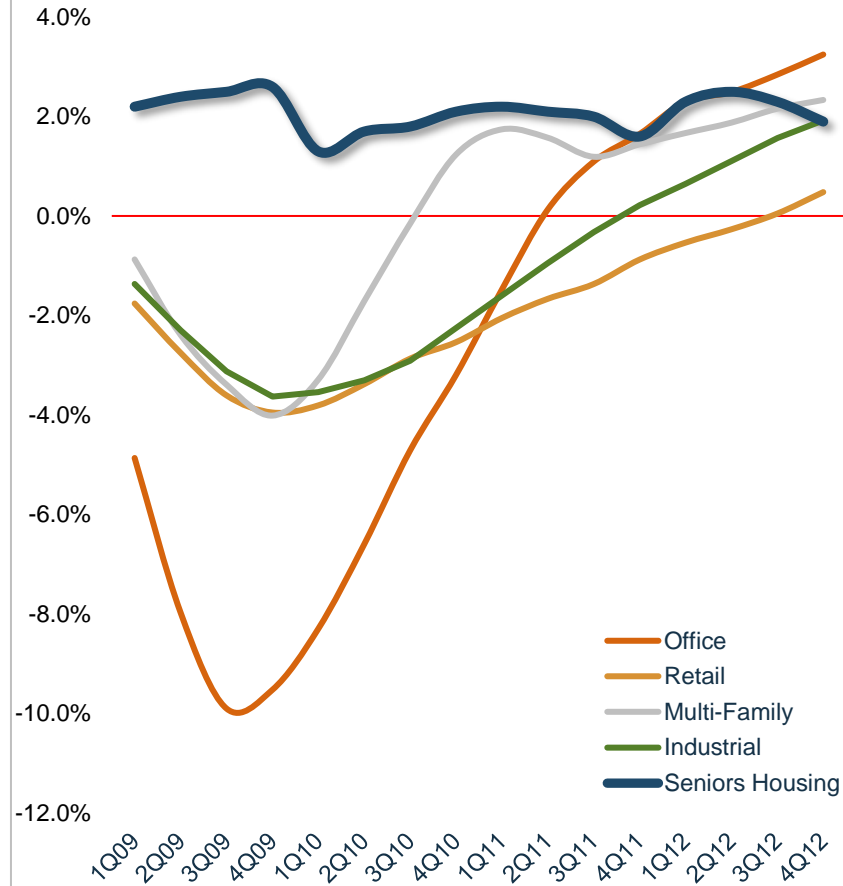
Global Financial Crisis Case Study

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

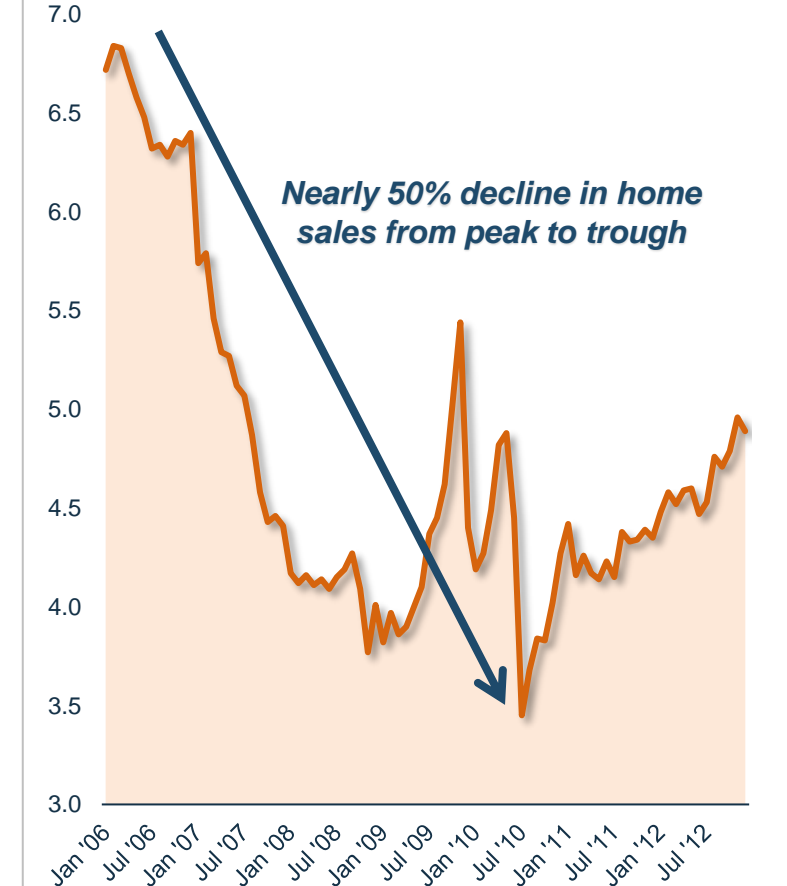
Seniors Housing Average Occupancy



TTM Market Rent Growth



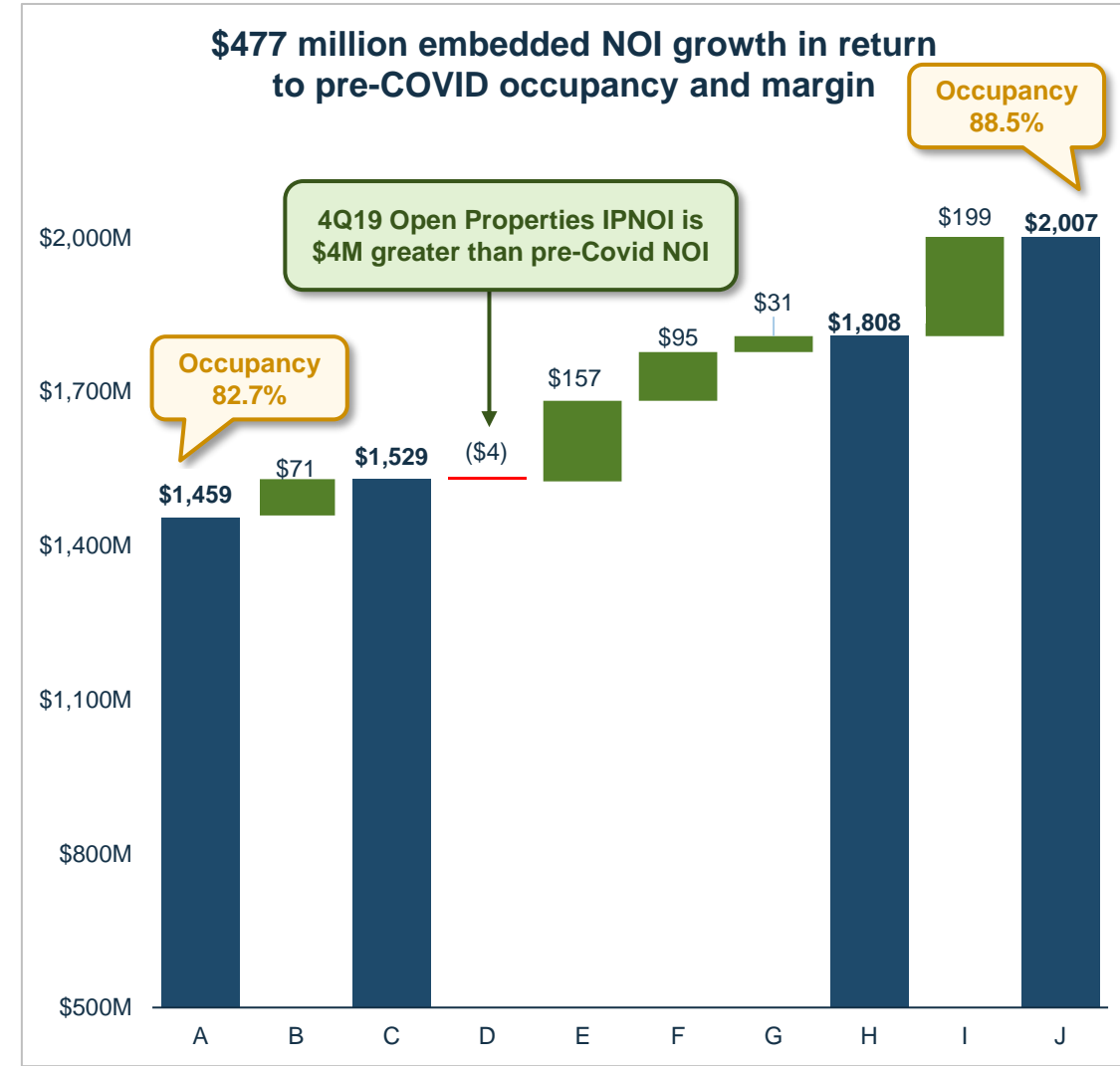
Existing Home Sales



SHO Portfolio | Path to Recovery

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

Acquisitions Since 4Q2020

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

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
<u>Line of Credit Capacity⁽¹⁾</u>	<u>5,000</u>
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

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

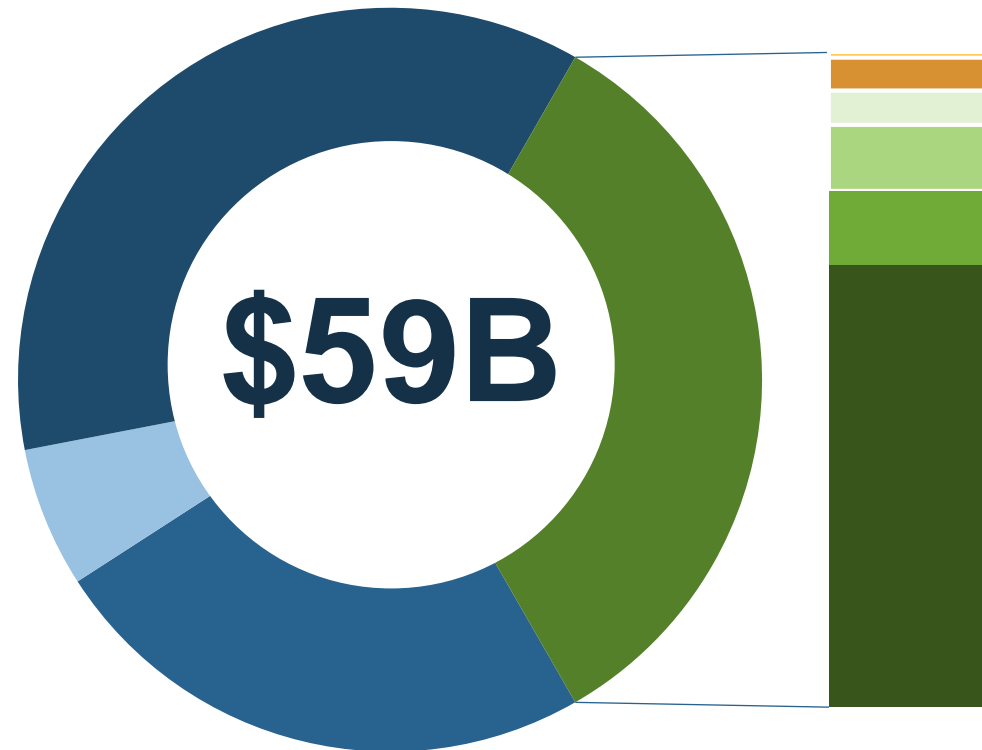
- Efficiently raised primarily via ATM & DRIP programs since 2015

\$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

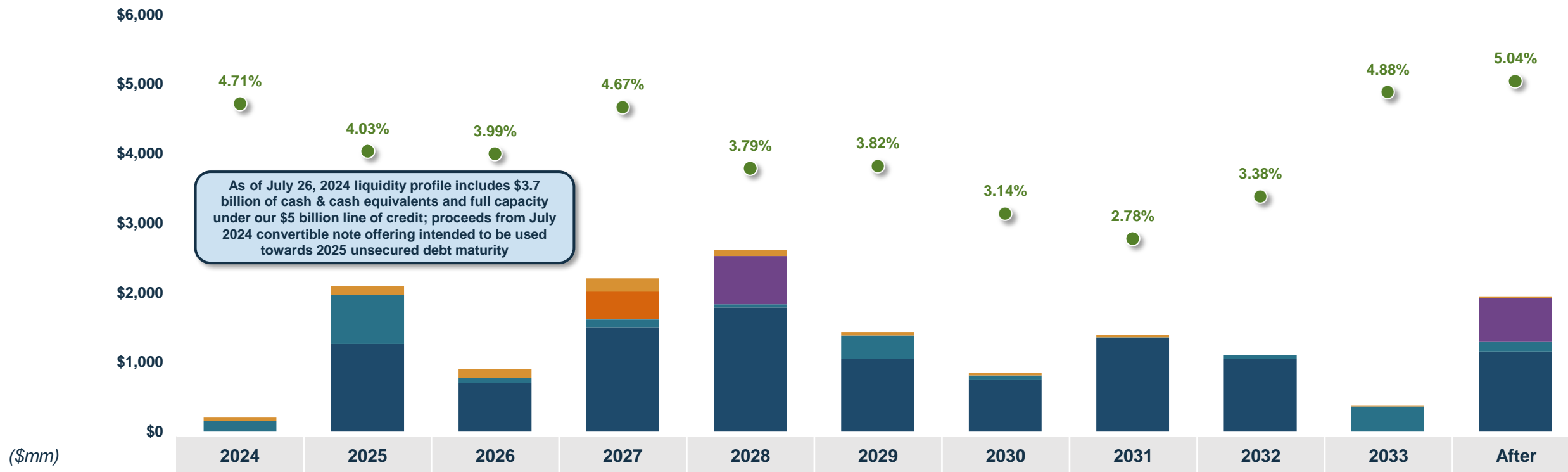
- GDP Denominated Secured Debt
- USD Term Loan
- Exchangeable Notes
- CAD Denominated Secured Debt
- USD Denominated Secured Debt
- Senior Unsecured Debt

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

Weighted Average Maturity of 5.8 Years

(in millions)

■ USD Unsecured ■ USD Secured ■ USD Convertible Debt ■ GBP Unsecured ■ CAD Unsecured ■ CAD Secured ● Weighted Average Interest



(\$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

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

(in thousands, except per share information)

	Twelve Months Ended	Three Months Ended	
	December 31, 2023	June 30, 2023	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

(in millions, except per share data)

	Year Ended December 31, 2024					
	1Q24 Earnings		June NAREIT Update		Current Outlook	
	Low	High	Low	High	Low	High
<u>FFO Reconciliation:</u>						
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

(dollars in thousands)

	<u>June 30, 2024</u>
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	<u>133,424</u>
Consolidated net operating income	713,587
NOI attributable to unconsolidated investments ⁽¹⁾	32,720
NOI attributable to noncontrolling interests ⁽²⁾	<u>(17,296)</u>
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⁾	<u>4,070</u>
In-Place NOI	<u>681,327</u>
Annualized In-Place NOI	<u>\$ 2,725,308</u>

<u>In-Place NOI by property type</u>	<u>June 30, 2024</u>	<u>% of Total</u>
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	<u>\$ 2,725,308</u>	<u>100 %</u>

(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

(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)	<u>\$ 537,823</u>	<u>\$ 483,242</u>	<u>11.3%</u>
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	<u>\$ 537,823</u>	<u>\$ 483,242</u>	<u>11.3%</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.

(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

(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

(dollars in thousands, except SS ExpPOR and units)

SHO SS ExpPOR Growth

	<u>June 30, 2023</u>	<u>June 30, 2024</u>
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⁾	<u>(32,530)</u>	<u>(8,638)</u>
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⁾	<u>\$ 667,282</u>	<u>\$ 696,659</u>
Average occupied units/month ⁽¹⁰⁾	<u>50,982</u>	<u>52,686</u>
SHO SS ExpPOR ⁽¹¹⁾	<u>\$ 4.375</u>	<u>\$ 4.420</u>
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

(dollars in thousands)	<u>Three Months Ended</u> <u>June 30,</u> <u>2024</u>		<u>Three Months Ended</u> <u>June 30,</u> <u>2024</u>
Net income	\$ 260,670	Total debt ⁽²⁾	\$ 14,027,128
Interest expense	133,424	Cash and cash equivalents and restricted cash	(2,863,598)
Income tax expense (benefit)	1,101	Net debt	11,163,530
Depreciation and amortization	<u>382,045</u>	Adjusted EBITDA	<u>758,319</u>
EBITDA	777,240	Adjusted EBITDA annualized	<u>\$ 3,033,276</u>
Loss (income) from unconsolidated entities	(4,896)	Net debt to Adjusted EBITDA ratio	<u><u>3.68 x</u></u>
Stock-based compensation expense	10,026		
Loss (gain) on extinguishment of debt, net	1,705	Interest expense	\$ 133,424
Loss (gain) on real estate dispositions, net	(166,443)	Capitalized interest	14,478
Impairment of assets	2,394	Non-cash interest expense	<u>(8,953)</u>
Provision for loan losses, net	5,163	Total interest	138,949
Loss (gain) on derivatives and financial instruments, net	(5,825)	Secured debt principal amortization	<u>10,107</u>
Other expenses	48,684	Total fixed charges	149,056
Casualty losses, net of recoveries	1,953	Adjusted EBITDA	<u>\$ 758,319</u>
Other impairments ⁽¹⁾	<u>88,318</u>	Adjusted Fixed charge coverage ratio	<u><u>5.1 x</u></u>
Adjusted EBITDA	<u><u>\$ 758,319</u></u>		

(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

(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.