

**WELLTOWER CCRC OPCO LLC**

**THE COLONNADES**

**DISCLOSURE STATEMENT**

**2023**

**(Effective April 30, 2023)**

**(Updated June 3, 2023)**

This Disclosure Statement, including the cover page and exhibits, is provided to furnish information about The Colonnades, a continuing care community (the "Community") in Albemarle County, Virginia, operated by Welltower CCRC OpCo LLC.

**The Disclosure Statement has been filed with the State Corporation Commission of the Commonwealth of Virginia, pursuant to the Continuing Care Provider Registration and Disclosure Act, Virginia Code § 38.2 – 4900 – 4917 (2004). The filing of this Disclosure Statement with the State Corporation Commission does not constitute approval, recommendation or endorsement of the Community by the State Corporation Commission.**

**DISCLOSURE STATEMENT**

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**WELLTOWER CCRC OPCO LLC  
THE COLONNADES  
DISCLOSURE STATEMENT**

CONTINUING CARE PROVIDER

Welltower CCRC OpCo LLC (the “Provider”), whose address is 4500 Dorr Street, Toledo, Ohio 43615, was formed in the State of Delaware and is qualified to do business in the Commonwealth of Virginia. The Provider is a for-profit limited liability company and is not exempt from the payment of income taxes under the U.S. Internal Revenue Code of 1986.

Effective November 1, 2018, a transaction took place affecting the ownership of the Community. Prior to November 1, 2018, the continuing care provider of the Community was Sunrise Continuing Care, LLC (“SCC”). The Provider has assumed SCC’s obligations under continuing care agreements entered into with current residents prior to the change of ownership of the Community. There have been no material changes to the day-to-day operations of the Community as a result of the change of ownership.

OFFICERS, DIRECTORS, TRUSTEES, MANAGING AND GENERAL PARTNERS,  
AND CERTAIN PERSONS WHO HOLD EQUITY OR BENEFICIAL INTERESTS

(a) Managing Member: The Provider is governed by its sole member, Welltower OpCo Group LLC, whose principal business address is 4500 Dorr Street, Toledo, Ohio 43615. The Provider does not have any officers, directors, trustees, or managing or general partners.

(b) Equity or Beneficial Interests: The sole member of the Provider is Welltower OpCo Group LLC. Welltower OpCo Group LLC is a wholly owned subsidiary of Welltower TRS Holdco LLC. Welltower TRS Holdco LLC is a wholly owned subsidiary of Welltower OP LLC., which, in turn, is > 99% owned by Welltower Inc., a publicly traded real estate investment trust. The principal business address for the aforementioned Welltower entities is 4500 Dorr Street, Toledo, Ohio 43615.

The Provider has entered into a management agreement with Sunrise Senior Living Management, Inc. (“SSLMI”) for the day-to-day operation of the Community. The principal business address of SSLMI is 7902 Westpark Drive, McLean, Virginia 22102. The amount of consideration under the management contract is tied to the financial performance of the Provider. Therefore, SSLMI has a “beneficial interest” in the Provider. Welltower PropCo Group LLC has a beneficial interest to the extent the rental payments under the sublease referenced in the Real Property section of this Disclosure Statement can be construed as a beneficial interest. The principal business address of Welltower PropCo Group LLC is 4500 Dorr Street, Toledo, Ohio 43615.

BUSINESS EXPERIENCE OF; ACQUISITION OF GOODS AND SERVICES FROM; AND CRIMINAL, CIVIL AND REGULATORY PROCEEDINGS AGAINST THE PROVIDER; ITS OFFICERS, DIRECTORS, TRUSTEES, MANAGING AND GENERAL PARTNERS; CERTAIN PERSONS WHO HOLD EQUITY OR BENEFICIAL INTERESTS; AND THE MANAGEMENT;

(a) Business Experience

In addition to The Colonnades, the Provider operates the senior living facility called Bedford Court in Silver Spring, Maryland. Bedford Court is a registered Maryland continuing care retirement community.

The Provider has contracted with SSLMI to provide day-to-day management of the Community. As of March 1, 2023, SSLMI also operated or managed approximately 273 other senior living communities in about 30 states including: Maryland, Florida, Georgia, Illinois, North Carolina, New Jersey, Connecticut, Ohio, Kansas, Michigan, Virginia, and Pennsylvania. SSLMI is a wholly owned subsidiary of Sunrise Senior Living, LLC (“Sunrise”). Welltower Inc. and Sunrise, through their operating subsidiaries and partnerships, have extensive experience in the senior living business. Welltower Inc. and Sunrise offer assisted living, Alzheimer’s care, skilled nursing and independent living units at senior living communities throughout the United States and internationally.

(b) Acquisition of Goods and Services

It is not anticipated that goods, leases or services valuing \$500.00 or more will be obtained from any professional service, firm, association, foundation, trust, partnership or corporation or any other business or legal entity in which the Provider has a ten percent or greater interest. Welltower PropCo Group LLC, which is related to the Provider through the common ownership of Welltower Inc., subleases the Community to the Provider, as more fully described in the Real Property section of this Disclosure Statement. Beginning on June 1, 2021, the actual cost of the rental payments under the sublease between the Provider and Welltower PropCo Group LLC will be \$6,353,365 per year through May 31, 2024.

The Provider obtains management services from SSLMI, which is a wholly owned subsidiary of Sunrise. On behalf of the Provider, SSLMI will obtain food and other supplies through Sunrise’s procurement and distribution system. The probable or anticipated actual cost of food and supplies purchased in this fashion for The Colonnades will approximate the total budgeted amount for 2023, which is \$863,334.

Welltower OP Inc., a direct subsidiary of Welltower Inc., guarantees the Provider’s obligations to the residents of The Colonnades in the event that the Provider is unable to perform its obligations under the continuing care agreements. On November 1, 2018, Welltower Inc. and the Provider executed an Agreement of Undertaking, which applies to all existing and future continuing care agreements. Welltower OP Inc. assumed Welltower Inc.’s obligations under the Agreement of Undertaking effective April 1, 2022.

Additionally, Marriott International is secondarily liable for continuing care agreement obligations, including repayment of Lifecare Bonds, with regard to continuing care agreements that were in effect before March 28, 2003.

(c) Absence of Criminal, Civil or Regulatory Proceedings

(1) Neither the Provider, Welltower OpCo Group LLC, Welltower PropCo Group LLC, Welltower TRS HoldCo LLC, Welltower OP Inc., Welltower Inc., nor SSLMI has been convicted of a felony or pleaded nolo contendere to a felony charge, or been held liable or enjoined by final judgment in a civil action involving fraud, embezzlement, fraudulent conversion, misappropriation of property or moral turpitude.

(2) Neither the Provider, Welltower OpCo Group LLC, Welltower PropCo Group LLC, Welltower TRS HoldCo LLC, Welltower OP Inc., Welltower Inc., nor SSLMI is subject to an injunctive or restrictive order of a court of record, or within the past five years had any State or Federal license or permit suspended or revoked as a result of an action brought by a governmental agency or department, arising out of or relating to business activity or health care, including, without limitation, actions affecting a license to operate a foster care facility, nursing home, retirement home, home for the aged or facility registered under Virginia Code § 38.2-4900-4917 (2004) or similar laws in any other State.

(3) Neither the Provider, Welltower OpCo Group LLC, Welltower PropCo Group LLC, Welltower TRS HoldCo LLC, Welltower OP Inc., Welltower Inc., nor SSLMI is currently the subject of any State or Federal prosecution, or administrative investigation involving allegations of fraud, embezzlement, fraudulent conversion, or misappropriation of property.

OWNERSHIP OF REAL PROPERTY

The Community is located on land owned by the UREF Retirement Corporation (“UREF”), a wholly owned subsidiary of The University of Virginia Real Estate Foundation. A ground lease (the “Ground Lease”) is in place whereby UREF is the Lessor and Welltower PropCo Group LLC (“Sublandlord”), a Delaware limited liability company, is the Lessee. A sublease is also in place, whereby the Provider has exclusive possession and control of the Community for an initial term of fifteen years with options to renew for one 10-year renewal term and one 5-year renewal term. All improvements are owned by the Lessee under the Ground Lease until termination of the Ground Lease. At that time, title automatically vests in the Lessor. Under the sublease, the Provider shall pay to the Sublandlord an annual base rent subject to adjustments as provided therein. Beginning on June 1, 2021, the rental payments under the sublease between the Provider and Welltower PropCo Group LLC will be \$6,353,365 per year through May 31, 2024.

## LOCATION AND DESCRIPTION OF REAL PROPERTY

The Community is located on a 59-acre section of the Westover estate, a 325-acre parcel of land in Albemarle County about two miles northwest of the Barracks Road-Emmet Street intersection. The site has been re-zoned PRD (Planned Residential Development) by the Albemarle County Board of Supervisors to permit its use for a lifecare community.

The Community contains 218 independent living units, a two-story pavilion and a health center in a campus setting. The independent living units are in a variety of one- and two-bedroom styles in 3 three-story apartment buildings and 40 attached cottages. The apartments and cottages include full kitchens, emergency call systems and illuminated parking.

The pavilion houses the reception area, main dining and private dining areas, lounge, library, mail room, assembly hall, health club, game room, activity room, beauty and barber shop, enclosed swimming pool and administrative offices. Renovations to the first floor of the pavilion were completed in 2021. The main dining area, private dining area, lounge, health club, game room, and activity room were renovated and expanded. A new auditorium, aerobics studio, bistro, therapy room (occupational, physical, and speech), and lounge areas were added to increase the options for residents.

The Health Center is a two-story building consisting of 41 assisted living suites and 34 licensed nursing care beds in 17 semi-private rooms. In addition, the Health Center opened specialized memory care units (referred to as “Reminiscence Units”) in 2007 which consist of 16 beds in 4 private rooms and 6 semi-private rooms. The Health Center contains a medical clinic, a recreation room, physical therapy room, beauty shop, dining rooms and lounges.

## AFFILIATIONS WITH RELIGIOUS, CHARITABLE OR OTHER NON-PROFIT ORGANIZATIONS; TAX STATUS OF PROVIDER

- (a) Affiliations – The Provider is not affiliated with any religious, charitable or other non-profit organization. The Provider is, however, a party to separate agreements with three organizations affiliated with the University of Virginia:
- The Provider is party to a sublease, which is subject to a ground lease with UREF, a subsidiary of the University of Virginia Real Estate Foundation. The Foundation was established for the purpose of acquiring, developing and managing real property for the benefit of the University of Virginia. UREF will have no responsibility for the financial and contractual obligations of the Provider.

- The Community is subject to a sponsorship agreement with the University of Virginia Alumni Association (“UVAA”) to facilitate the marketing of the Community to alumni of the University of Virginia. UVAA will have no responsibility for the financial and contractual obligations of the Provider.
- The Community is subject to an agreement with the University of Virginia and the University of Virginia Health Services Foundation (“UVHSF”) regarding the operation of the Community’s medical clinic and the use of the Health Center as a teaching and research facility for the University’s medical and nursing programs. UVHSF will be responsible for operating the medical clinic at the Community. Otherwise, UVHSF will have no responsibility for the financial and contractual obligations of the Provider.

(b) Tax Status – The Provider is a for-profit limited liability company and is not exempt from the payment of income taxes under the U.S. Internal Revenue Code of 1986.

#### SERVICES PROVIDED UNDER CONTINUING CARE CONTRACTS

The Provider’s sample Continuing Care Agreement is attached as Exhibit A. In addition to providing the Residents with individual living units, the Provider will furnish the residents with assisted living care and licensed nursing services for as long as the services are needed (based on availability and as long as the care needs can be met).

Payment for care in the Health Center will be separate from the monthly fee under a supplemental Health Center per diem fee and ancillary charge schedule. Residents, therefore, will be paying only for services they actually use. The per diem fee schedule will be adjusted, at most, annually. If they wish, residents may purchase long-term care insurance policies from any insurance company of their choice.

The Provider will furnish the following facilities and services under the terms of the Continuing Care Agreements at no additional charge:

- 30 or 31 meals per month (depending on the number of days in the month) for residents in apartments and 15 or 16 meals per month (depending on whether there are 28/30, or 31 days in the month) for residents in cottages with tray service for ill Residents with medical certification;
- Weekly housekeeping, including vacuuming, light dusting, cleaning bathroom fixtures, kitchen and entry floors, counters, appliance faces and sink;
- Window washing, oven cleaning, carpet shampooing and other similar heavy cleaning will be done annually;
- Security personnel as the Provider deems appropriate;
- Maintenance of building and appliances in living units;
- Groundskeeping and landscaping;



- Property taxes, electricity, water and sewer bills, garbage collection;
- Scheduled transportation to shopping and other locations in the surrounding areas;
- Emergency call system in each living unit;
- Use of recreational and craft facilities.

Pursuant to the Continuing Care Agreements, there are additional charges for some services, including:

- Tray service in addition to the 30 or 31 meals per month specified above or without medical certification
- Guest meals;
- Extra meals in the dining facility;
- Covered parking;
- Extra housekeeping or maintenance services;
- Grocery store services;
- Barber shop/beauty parlor;
- Guest room.

The following are examples of services not furnished under the Continuing Care Agreements.

This is not a comprehensive list:

- Physical examinations and medical tests;
- Eyeglasses or refractions;
- X-rays;
- Hearing aids;
- Dentistry, dentures and inlays;
- Orthopedic appliances;
- Podiatric services;
- Private duty nursing care;
- Treatment for psychiatric disorders or alcoholism;
- Surgical, hospital, or physician services;
- Home health care.

#### FEES REQUIRED OF RESIDENTS

As required by Virginia Code § 38.2 – 4905.B., the resident has the right to rescind the Continuing Care Agreement, without penalty or forfeiture, within seven days after executing the Contract and also shall not be required to move into the Community before the expiration of the seven-day period.

The Provider is offering five payment plans, four of which require a non-refundable entrance payment (“Entrance Fee Plan”), and a fifth plan that requires no Entrance Payment but higher monthly fees (the “Zero Entrance Fee Plan”). Two payment plans that called

for a refund of ninety percent (90%) of the Entrance Fee have been discontinued as of December 1, 2008.

Residents will have both recurring and non-recurring fees and payments. The non-recurring fees and payments are (i) the \$1,000 Application Fee (which will be credited against the Community Fee upon signing a Continuing Care Agreement), (ii) a Community Fee equal to one Monthly Fee under the Zero Entrance Payment plan for the Resident’s specific style of unit, to cover the costs associated with maintenance of the Community’s common areas and grounds as well as refurbishment of Resident units as a result of normal wear and tear, and (iii) for two of the three payment plans offered at the Community, an entrance payment which is based upon the type and size of the living unit selected by the Resident and upon the type of payment plan selected by the Resident.

(a) Entrance Fee Payments – For the four plans with entrance payments, the entrance payments for living units range as follows:

|           | <u>Non-Refundable<br/>Plan 1</u> | <u>Non-Refundable<br/>Plan 2</u> |
|-----------|----------------------------------|----------------------------------|
| 1 Bedroom | \$35,525 - \$41,000              | \$67,750 - \$81,050              |
| 2 Bedroom | \$48,850 - \$68,825              | \$93,795 - \$134,300             |
| Cottages  | \$68,825 - \$69,935              | \$134,300 - \$144,325            |
|           | <u>Non-Refundable<br/>Plan 3</u> | <u>Non-Refundable<br/>Plan 4</u> |
| 1 Bedroom | \$95,500 - \$104,350             | \$131,000 - \$136,530            |
| 2 Bedroom | \$125,500 - \$174,275            | \$156,000 - \$217,575            |
| Cottages  | \$174,275 - \$184,815            | \$217,575 - \$224,775            |

Second Person  
Apartment/Cottage \$21,000 - \$36,500

(b) Payment Schedule – If resident leaves The Colonnades permanently during the first 12 months after the Occupancy Date, resident, or resident’s estate, will receive a refund equal to 100% of the Entrance Fee, minus 4% for each month of residency. After 12 months, there will be no refund of the Entrance Fee. The Second Person Entrance Fee is 100% non-refundable, unless terminated during the 7-day “right to rescind” period.

Application of Entrance Payment Funds – The Entrance Fee is non-refundable.

The Provider uses Entrance Fees to meet various operational and financial objectives.

(c) Recurring Fees (Current Residents only)

(1) Monthly Fees – Residents will pay “Monthly Fees” based upon the type of living unit and payment plan selected. The current Fee Schedule is as follows:

|                   | <u>Zero Entrance<br/>Payment</u> | <u>Modified 90%<br/>Refundable</u><br>(for current residents only) | <u>Standard 90%<br/>Refundable</u><br>(for current residents only) |
|-------------------|----------------------------------|--|--|
| 1 Bedroom         | \$7,050 - \$8,250                | \$2,756 - \$5,283  | \$2,476 - \$4,931  |
| 2 Bedroom         | \$8,745 - \$11,245               | \$3,501 - \$6,884  | \$3,240 - \$6,017  |
| Cottages          | \$11,245 - \$11,630              | \$5,893 - \$7,082  | \$3,568 - \$6,266  |
| <br>Second Person |                                  |  |  |
| Apartments        | \$2,225                          | \$995 - \$1,461  | \$1,033 - \$1,409  |
| Cottages          | \$2,225                          | \$1,033 - \$1,238  | \$918 - \$1,342  |

Non-Refundable Entrance Fee Plans

|                   | <u>Zero Entrance<br/>Payment</u> |
|-------------------|----------------------------------|
| 1 Bedroom         | \$7,050 - \$8,250                |
| 2 Bedroom         | \$8,745 - \$11,245               |
| Cottages          | \$11,245 - \$11,630              |
| <br>Second Person |                                  |
| Apartments        | \$2,225                          |

|                   | <u>Non-Refundable<br/>Plan 1</u> | <u>Non-Refundable<br/>Plan 2</u> |
|-------------------|----------------------------------|----------------------------------|
| 1 Bedroom         | \$6,245 - \$7,205                | \$5,395 - \$6,165                |
| 2 Bedroom         | \$7,735 - \$9,735                | \$6,655 - \$8,305                |
| Cottages          | \$9,735 - \$10,205               | \$8,305 - \$8,555                |
| <br>Second Person |                                  |                                  |
| Apartments        | \$1,595                          | \$1025                           |

|                   | Non-Refundable<br><u>Plan 3</u> | Non-Refundable<br><u>Plan 4</u> |
|-------------------|---------------------------------|---------------------------------|
| 1 Bedroom         | \$4,785 - \$5,750               | \$3,975 - \$5,035               |
| 2 Bedroom         | \$5,940 - \$7,400               | \$5,335 - \$6,475               |
| Cottages          | \$7,400 - \$7,785               | \$6,475 - \$6,850               |
| <br>Second Person |                                 |                                 |
| Apartments        | \$1,595                         | \$1025                          |
| Cottages          | \$1,595                         | \$1025                          |

- (2) Other Fees – If a resident is sixty-five (65) years of age or older, he must obtain and maintain in force, at his own expense, Medicare Part A and Part B, or equivalent insurance coverage under a public or private insurance plan. In addition, the resident must obtain and maintain a supplemental insurance policy with coverage acceptable to the Provider. If the resident is less than sixty-five (65) years of age, he must obtain medical insurance coverage equivalent to the coverage described above.

Residents may have other recurring fees including a Reservation Fee to secure their unit upon signing the Reservation Agreement and fees for Health Center usage and long-term care insurance costs.

- (3) Adjustments – The Provider may adjust the Monthly Fee and the Health Center Fees under certain limited circumstances, as provided in Sections IV.H and IV.J of the Continuing Care Agreement.

If a resident is transferred to the Health Center from his residence his fees will be adjusted in accordance with Section III.E of the Continuing Care Agreement (attached as Exhibit A). The Health Center fees will be commensurate with the level of care provided, in accordance with Section IV.L. of the Continuing Care Agreement. The resident will be notified upon admission to the Health Center of the level of care he is to receive, and the fee required. Similarly, she/he will be notified of any changes in the level of care she/he is provided at the Health Center and the corresponding Health Center fee adjustments.

If a resident participating in an entrance payment plan moves from a lower priced living unit to a higher priced unit she/he will pay the difference between the entrance payment already made on the old unit and the entrance payment associated with the new unit. The difference in Entrance Fees will be payable in a lump sum. The monthly fee in the new unit will be the fee then in effect for a unit of that size and style.

If a resident participating in an entrance payment plan moves from a higher priced unit to a lower priced unit she/he will **not** receive a refund of the difference between the entrance payment on the old unit and the entrance

payment associated with the new unit. The monthly fee in the new unit will be the fee then in effect for a unit of that size and style.

A resident may switch from a straight monthly fee payment plan to an Entrance Fee Payment plan on the resident’s anniversary date of residency in the Community. Upon the change, the resident will pay the then current Entrance Fee Payment and fees associated with the plan the resident has selected.

(d) Table of Increase in Periodic Rates – The following tables show the increase in periodic rates for the Community over the past five years, as required by Va. Code Ann. Sec. 38.2 – 4902.

**The Colonnades**

**Modified 90% Refundable Entrance Fee Plan**  
**(For Current Residents Only)**

| Unit Type                             | 2007<br><u>Increase</u> | 2008<br><u>Increase</u> |
|---------------------------------------|-------------------------|-------------------------|
| One Bedroom                           | \$225 - \$325           | \$225 - \$250           |
| Two Bedroom                           | \$200 - \$325           | \$275 - \$350           |
| Cottage                               | \$325                   | \$350 - \$375           |
| 2 <sup>nd</sup> Resident<br>Apartment | \$50                    | \$75                    |
| Cottage                               | \$50                    | \$75                    |

**Standard 90% Refundable Entrance Fee Plan**  
**(For Current Residents Only)**

| <u>Unit Type</u>                      | 2007<br><u>Increase</u> | 2008<br><u>Increase</u> |
|---------------------------------------|-------------------------|-------------------------|
| One Bedroom                           | \$200 - \$225           | \$200 - \$225           |
| Two Bedroom                           | \$225 - \$300           | \$225 - \$300           |
| Cottage                               | \$300 - \$325           | \$300 - \$325           |
| 2 <sup>nd</sup> Resident<br>Apartment | \$50                    | \$75                    |
| Cottage                               | \$50                    | \$75                    |

**Zero Entrance Payment**

| <u>Unit Type</u>         | 2019<br><u>Increase</u> | 2020<br><u>Increase</u> | 2021<br><u>Increase</u> | 2022<br><u>Increase</u> | 2023<br><u>Increase</u> |
|--------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| One Bedroom              | \$225 - \$325           | \$300 - \$350           | \$275 - \$325           | \$250 - \$275           | \$650-\$750             |
| Two Bedroom              | \$290 - \$400           | \$250 - \$300           | \$350 - \$425           | \$300 - \$400           | \$795-\$1,020           |
| Cottage                  | \$350                   | \$450 - \$475           | \$425                   | \$400                   | \$1,020-\$1,055         |
| 2 <sup>nd</sup> Resident |                         |                         |                         |                         |                         |
| Apartment                | \$75                    | \$100                   | \$100                   | \$100                   | \$300                   |
| Cottage                  | \$75                    | \$100                   | \$100                   | \$100                   | \$300                   |

**Non-Refundable Entrance Fee Plan 1**

| <u>Unit Type</u>         | 2019<br><u>Increase</u> | 2020<br><u>Increase</u> | 2021<br><u>Increase</u> | 2022<br><u>Increase</u> | 2023<br><u>Increase</u> |
|--------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| One Bedroom              | \$175 - \$225           | \$325                   | \$250 - \$300           | \$225 - \$250           | \$570-\$655             |
| Two Bedroom              | \$250 - \$300           | \$400 - \$450           | \$250 - \$400           | \$275 - \$350           | \$710-\$885             |
| Cottage                  | \$300                   | \$400 - \$450           | \$300 - \$400           | \$350 - \$375           | \$885-\$930             |
| 2 <sup>nd</sup> Resident |                         |                         |                         |                         |                         |
| Apartment                | \$50 - \$75             | \$75                    | \$50 - \$75             | \$75                    | \$145                   |
| Cottage                  | \$50 - \$75             | \$75                    | \$50 - \$75             | \$75                    | \$145                   |

**Non-Refundable Entrance Fee Plan 2**

| <u>Unit Type</u>         | 2019<br><u>Increase</u> | 2020<br><u>Increase</u> | 2021<br><u>Increase</u> | 2022<br><u>Increase</u> | 2023<br><u>Increase</u> |
|--------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| One Bedroom              | \$175 - \$200           | \$250                   | \$200 - \$225           | \$200 - \$250           | \$495 - \$565           |
| Two Bedroom              | \$200 - \$275           | \$225 - \$350           | \$250 - \$325           | \$250 - \$325           | \$605 - \$755           |
| Cottage                  | \$250                   | \$350                   | \$325                   | \$300 - \$325           | \$545 - \$780           |
| 2 <sup>nd</sup> Resident |                         |                         |                         |                         |                         |
| Apartment                | \$50 - \$75             | \$75                    | \$50 - \$75             | \$50                    | \$100                   |
| Cottage                  | \$50 - \$75             | \$75                    | \$50 - \$75             | \$50                    | \$100                   |

**Non-Refundable Entrance Fee Plan 3 (New in 2011)**

| <u>Unit Type</u>         | <u>2019<br/>Increase</u> | <u>2020<br/>Increase</u> | <u>2021<br/>Increase</u> | <u>2022<br/>Increase</u> | <u>2023<br/>Increase</u> |
|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| One Bedroom              | \$150 - \$175            | \$250 - \$300            | \$175 - \$225            | \$175 - \$200            | \$435 - \$525            |
| Two Bedroom              | \$200 - \$225            | \$250 - \$300            | \$225 - \$300            | \$200 - \$275            | \$540 - \$675            |
| Cottage                  | \$225                    | \$300 - \$375            | \$300                    | \$275                    | \$675 - \$710            |
| 2 <sup>nd</sup> Resident |                          |                          |                          |                          |                          |
| Apartment                | \$50 - \$75              | \$75                     | \$50 - \$75              | N/A                      | \$145                    |
| Cottage                  | \$50 - \$75              | \$75                     | \$50 - \$75              | N/A                      | \$145                    |

**Non-Refundable Entrance Fee Plan 4 (New in 2011)**

| <u>Unit Type</u>         | <u>2019<br/>Increase</u> | <u>2020<br/>Increase</u> | <u>2021<br/>Increase</u> | <u>2022<br/>Increase</u> | <u>2023<br/>Increase</u> |
|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| One Bedroom              | \$125 - \$150            | \$175 - \$300            | \$175 - \$200            | \$150 - \$175            | \$375 - \$460            |
| Two Bedroom              | \$150 - \$200            | \$275 - \$300            | \$200 - \$275            | \$200 - \$225            | \$485 - \$600            |
| Cottage                  | \$200                    | \$275 - \$300            | \$275                    | \$225 - \$250            | \$600 - \$625            |
| 2 <sup>nd</sup> Resident |                          |                          |                          |                          |                          |
| Apartment                | \$50 - \$75              | \$75                     | \$50 - \$75              | N/A                      | \$100                    |
| Cottage                  | \$50 - \$75              | \$75                     | \$50 - \$75              | N/A                      | \$100                    |

(e) Escrow

1) The Provider shall maintain an escrow account with a bank (“Escrow Agent”) to hold all entrance payments or portions thereof in excess of \$1,000 per person received by the Provider prior to the date the resident is permitted to occupy a unit in the facility. Interest shall not be credited to the resident for such deposits. When a prospective resident has selected a residence and a payment plan, she/he shall execute a Reservation Agreement (attached as Exhibit B).

Funds or assets deposited in all escrow accounts shall be kept and maintained separate and apart from the Provider’s business accounts.

2) All funds or assets deposited in the escrow accounts shall remain the property of the prospective resident. The funds or assets shall not be subject to any liens, judgments, garnishments or creditor’s claims against the Provider or the facility.

3) All entrance payments deposited with the Escrow Agent pursuant to this section (e) shall be released to the Provider when the Provider presents to the Escrow Agent evidence that a unit has been occupied by the resident or a unit of the type reserved is available for

immediate occupancy by the resident or prospective resident on whose behalf the payment was received.

4) Notwithstanding any other provision of this section (e), all funds or assets deposited in escrow pursuant to this section shall be released according to the terms of the escrow agreement to the prospective resident from whom it was received (i) if such funds or assets have not been released within three years after placement in escrow or within such longer period as determined appropriate by the State Corporation Commission in writing, (ii) if the prospective resident dies before occupying a unit (or, in a double occupant unit, both prospective residents shall die before occupying a unit), or (iii) upon rescission of the continuing care agreement pursuant to provisions in the agreement or the Act. However, funds or assets subject to release under item (i) of this subsection or under subsection 3 of this section (e) may be held in escrow for an additional period at a mutual consent of the Provider and the prospective resident; however, the prospective resident may consent to such additional period only after his deposit has been held in escrow for at least two years.

5) Funds or assets held in an escrow account pursuant to this section (e) may be held in the form received or if invested shall be invested in instruments authorized for the investment of public funds as set forth in Chapter 18 (sec. 2.1 – 327 et. seq.) of Title 2.1 of the Virginia Code and not in default as to principal or interest.

(f) Below Market Loan – Section 7872 of the Internal Revenue Code of 1986 provides that if a “below market loan” is made, the lender will be treated as receiving imputed interest income in excess of the amount of interest being paid, even if the obligation to repay the loan does not provide for the payment of any interest. Effective January 1, 2006, legislation has been enacted exempting certain payments to CCRCs from the below market loan rules. The Provider has determined that the entrance fee paid at The Colonnades qualifies for the exemption and is not subject to Section 7872.

#### RESERVE FUNDING

It is anticipated that operating income from the Monthly Fees will be sufficient to enable the Provider to meet its continuing care obligations. Accordingly, no reserve or security funds will be established.

#### CERTIFIED FINANCIAL STATEMENTS

A copy of the Provider’s certified financial statements for fiscal years 2021 and 2022 is attached as Exhibit C. The Provider is a subsidiary of Welltower Inc., a publicly traded real estate investment trust. A copy of Welltower Inc.’s Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Form 10-K) for fiscal year ended December 31, 2022, is attached as Exhibit D.



## PRO FORMA INCOME STATEMENT

The unaudited pro forma income statement for the Provider's current fiscal year and a Summary of Financial Information are attached as Exhibit E. They have been prepared in accordance with generally accepted accounting principles.

## ADMISSION OF NEW RESIDENTS

The Provider's admission criteria are: (i) minimum age of 62 years; (ii) submission of a physician's report identifying any relevant health conditions; (iii) proof of sufficient assets and income to pay the Entrance Fee (if applicable) and the Monthly Fee, Health Center Fees and other normal expenses for items and services not provided by the Community; (iv) if 65 years of age or older, enrollment in Medicare Parts A and B, as well as coverage under a supplemental health insurance program acceptable to the Provider. If less than 65 years of age, the Provider requires enrollment in a medical insurance program equivalent to Medicare.

Admission to the Community is open to anyone meeting the foregoing requirements, without regard to race, religion, national origin or sex.

## ACCESS TO COMMUNITY BY NON-RESIDENTS

Under the terms of the Certificate of Public Need issued by the Virginia Department of Public Health, admissions to the thirty-four nursing beds in the Health Center occurring after three years from the date of the project's completion are restricted to individuals who hold contracts meeting the requirements of Section 2.1 of Amendment 360-01-03 to the Virginia State Health Plan. Residents with Continuing Care Contracts meet these requirements. In addition, the Community is available to non-Continuing Care Contract holders who have executed contracts that meet the referenced requirements of the Virginia State Health Plan. Access to the recreational, dining areas and other common areas in the Community will be limited to residents and the contract holders described above, and guests.

## PROCEDURE FOR RESIDENT TO FILE A COMPLAINT OR DISCLOSE CONCERN

A resident may direct a complaint or concern to the manager of the department at the Community who has responsibility for the issue(s). This may be done either orally or in writing. If the Resident's complaint or concern is not resolved to his/her satisfaction within forty-eight hours by the department manager, the Resident may then direct the complaint to the Community's Executive Director.

In addition, residents are encouraged to bring suggestions or concerns to the Residents' Association, which works closely with senior management of the Community.

**EXHIBIT A**

**CONTINUING CARE AGREEMENT**

**CONTINUING CARE AGREEMENT**

**THE COLONNADES**

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**CONTINUING CARE AGREEMENT**

Welltower CCRC OpCo LLC (the “Provider”) is a Delaware limited liability company, organized to operate retirement communities. The Provider operates the retirement community known as The Colonnades, (referred to in this Agreement as the “Community”), located in Albemarle County, Virginia. The Provider has engaged Sunrise Senior Living Management, Inc., to manage the Community.

\_\_\_\_\_ (referred to in this Agreement as “you”) has/have entered into this Continuing Care Agreement (“Agreement”) with the Provider, effective on the \_\_\_\_\_ day of 20\_\_\_\_\_.

**PREAMBLE**

The Provider will provide you the services and accommodations described below in this Agreement, for the rest of your life, subject to the terms and conditions specified in this Agreement, including the termination provisions.

YOU AND THE PROVIDER AGREE AS FOLLOWS:

**ARTICLE I**

**RESIDENCE ACCOMMODATIONS AND FACILITIES**

**A. Your Residence.** You have selected Unit \_\_\_\_\_ to be your Residence (this Unit will be referred to in this Agreement as your “Residence”). You shall have a personal and non-assignable right to reside in the Residence, subject to the terms of this Agreement and Community rules and regulations. Your Residence will be furnished with a full kitchen, carpeting, individual washer and dryer units, and emergency call system and smoke alarms. All other furnishings are your responsibility, and you may furnish and decorate your Residence in accordance with your own individual tastes and preferences. You may place and use your furniture and small appliances as you please as long as this does not interfere with the Community’s safety standards.

**B. Parking.** A parking area will be available to you, at no additional charge, for a single motor vehicle used by you. An additional parking space may be available on a separate charge basis. A free parking area for guests will be provided.

**C. Modifications to Your Residence.** You will not make any structural or physical changes to your Residence or landscaping without the written consent of the Community Executive Director (“Executive Director”). At your request, for an additional fee, and in compliance with Community policy in effect at the time, the Provider will modify your Residence in accordance with the terms of a separate agreement between you and the Provider. Subject to the Provider’s approval, you may perform the modification work. Your Residence or landscaping must be returned back to the original design upon vacating your Residence unless other arrangements have been made in writing with the Executive Director.

**D. Community Facilities.** You will be entitled to share with all residents in the use of the common grounds and facilities, and to reserve certain areas for special occasions in accordance with Community rules and regulations. The Community will feature facilities for a wide range of social and recreational activities. The Community's pavilion will include a reception area, library, mail boxes, a barber/beauty shop, multi-purpose room and a high-quality dining room with additional provisions for private dining. The Community, in cooperation with the Residents Council, will offer a wide range and balance of social and recreational activities.

**E. Property Protection.** You agree to keep your Residence clean and orderly and agree not to permit misuse of or damage to your Residence. In the event your unit is damaged beyond normal wear and tear upon termination of this Agreement, you may be assessed an additional refurbishment fee to repair such damage. Carpet will be deemed unusable if it contains stains, burns, discoloration, smoke or pet damage or heavily worn paths. All carpet replacement will be performed throughout the entire Residence to maintain consistent color.

## ARTICLE II

### SERVICES

**A. Meals.** The Provider will make available morning, noon, and evening meals at designated hours with nutritionally well balanced and varied menus. The Monthly Fee entitles you to 30 or 31 meals per month (depending on the number of days in the month) in the Community dining room if your Residence is an apartment, and 15 or 16 meals per month (depending on whether there are 28/30 or 31 days in the month) in the Community dining room if your Residence is a cottage. Other meals may be obtained in the dining room at an additional charge.

- 1. Tray Service.** Meals included in your Monthly Fee may be delivered to your room provided that you are medically certified as needing tray service. Tray service for additional meals, or tray service without medical certification may be obtained for an additional charge.
- 2. Guest Meals.** You may invite guests to any meal, although the Provider requests that you give forty-eight (48) hours prior notice so that proper accommodation can be made. Guest meals will be billed to you as an additional charge.

**B. Housekeeping.** On a weekly basis, the Provider will provide light cleaning services for your Residence including vacuuming, light dusting, and cleaning bathroom fixtures, kitchen and entry floors, counters, appliance faces and sinks. The Provider will provide window washing, oven cleaning, carpet shampooing and other similar heavy cleaning once a year. Additional housekeeping service may be contracted for an additional charge.



C. **Laundry.** Weekly laundering of sheets and towels is included in your monthly fee. All other laundry service will be provided at an additional charge.

D. **Maintenance and Repair.** The Provider will provide necessary repairs, maintenance, and replacement of Community property and equipment. Except in an emergency, such services will be provided during normal working hours, Monday through Friday. The Provider shall have the right to charge you for any repairs, maintenance or replacement required as a result of the negligence or intentional acts of you or your guests. You are responsible for maintaining, repairing and replacing your property.

E. **Security.** Your Residence will be equipped with an emergency call system by which you can contact personnel who will be available to provide assistance twenty-four (24) hours a day, seven (7) days a week. The Provider can provide this emergency call system only if you obtain land line telephone service (see Section H below). The Provider will employ security personnel to supervise the Community buildings and grounds during certain hours, as it deems necessary.

F. **Building and Grounds.** The Provider will maintain all Community buildings, common areas and grounds, including lawns, walkways, and driveways. Landscaping and decorative plantings will be provided and maintained by the Provider as it deems appropriate.

G. **Insurance and Responsibility For Resident's Property.** You will be responsible for providing all personal property and liability insurance for you, your property and your guest. The Provider shall not be responsible for, and the Community's insurance will not protect you against any loss or damage to your personal property from theft, fire or other cause which is not the fault of the Provider, nor does the Provider agree to indemnify you against personal liability for injury to guest or other persons in your Residence.

H. **Utilities.** Electricity, including heat and air conditioning; water; and sewer and garbage collection fees are included in your Monthly Fee (as described in Article IV, Section H). Telephone service to each Residence will be available; however, installation of telephones and service costs will be your responsibility. Residents are encouraged to obtain telephone service since the operation of the emergency call system is dependent on the telephone system.

I. **Transportation.** The Provider will provide scheduled local transportation to shopping centers and other points of common interest.

### ARTICLE III

#### HEALTH AND NURSING SERVICES

A. **Health Center.** The Community will have a licensed Health Care Center staffed twenty-four (24) hours a day with nursing and other personnel. The Health Center will provide assisted living care, and licensed nursing care.

**B. Nursing Services.** If you are to be admitted to the Health Center, you shall execute a separate Assisted Living or Nursing Care Agreement, as appropriate, that will govern your stay in the Health Center. The Provider will provide you, while a patient in the Health Center, with routine care and nursing services, which may include, as necessary, assisted living care and licensed nursing care (these services are referred to in this Agreement as “Nursing Services”). Care shall be provided in the Health Center on a fee for service basis as addressed in Section III.E. of this Agreement. The Provider will not provide physician services at the Health Center. You shall have the right to consult with or be treated by a physician of your choosing.

**C. Transfer From Residence.** In case of emergency, where the consultation described below is not feasible, the Provider may transfer you from your Residence to an appropriate facility.

Other than an emergency described above, if the Community Executive Director determines, after consulting with you, your personal physician, a member of your family or your designated representative and the Community Medical Director, if appropriate:

1. That the Provider does not have adequate facilities or staff to provide the nursing services or medical care needed by you;
2. That your continued occupancy of your Residence constitutes a danger or health hazard to you or other residents, or is detrimental to the peace or security of other residents; or
3. That you are no longer able to leave your Residence without the assistance of another during an emergency and your Residence is not approved by the State Fire Marshal for use by non-ambulatory residents; then you may be requested to transfer from your Residence to the Health Center or elsewhere for appropriate care. Failure to consent to a transfer may constitute good cause for termination of this Agreement.

**D. Unavailability of Health Center Bed Space.** Although it is expected that Health Center bed space will be adequate to meet demand, if it is not available for you when needed, the Provider will assist with locating similar nursing services for you at an outside nursing facility. All costs of care at the outside facility shall be your sole responsibility. If you are transferred to an outside nursing facility, you shall have the right, on a priority basis, to be returned to the Health Center as soon as appropriate space is available and we can meet your medical needs. The Provider may provide Nursing Services in the Health Center to non-residents on a daily rate basis to the extent that space and services are not fully utilized by residents.

**E. Health Center Fees and Charges.** Payment for care in the Health Center will be separate from the monthly fee and covered by a supplemental Health Center Per Diem fee and ancillary charge schedule (“Health Center Fees”).

1. **Payment of Monthly Fees During Health Center Stays.** If you are admitted to the Health Center the fees will be as follows:
  - (a) If you are a single resident, you will pay your Monthly Fee plus Health Center fees incurred for each day in the Health Center, as long as you retain your Residence. During your stay in the Health Center, you will receive a credit for the meals included in your Monthly Fee. The credit will be in an amount to be determined by the Executive Director. Upon release of your Residence, you will thereafter pay only the Health Center Fees.
  - (b) If one (1) resident of a double occupant Residence is admitted to the Health Center and the other resident remains in the Residence, the Monthly Fee for the resident remaining in the Residence shall be the applicable rate for a single occupant of the Residence in accordance with Section IV.I.2. of this Agreement and the resident in the Health Center shall pay the Health Center Fees in accordance with Section IV.L. of this Agreement.
  - (c) If both residents of a double occupant Residence are admitted to the Health Center, each will pay the Health Center Fees in accordance with Section IV.L. of this Agreement. In addition, they will continue to pay the Monthly Fee applicable to single occupancy of their Residence, less the meal credit discussed in Section III.E.1.(a) above, as long as the Residence is retained. Upon release of the Residence the obligation to pay the Monthly Fee ends.

**F. Health Insurance.** If you are sixty-five (65) years of age or older, you agree to obtain and maintain in force at your cost Medicare Part A and Part B, or equivalent insurance coverage under a public or private insurance plan. In addition, by the Occupancy Date (as defined herein), you agree to obtain and maintain a supplemental insurance policy with coverage acceptable to the Provider. If you are less than sixty-five (65) years of age, you agree to obtain medical insurance coverage equivalent to the coverage described in this paragraph satisfactory to the Provider. You agree to provide proof of coverage as the Provider may request. The Monthly Fee (or Health Center fee) is charged for all services provided pursuant to this Residency Agreement and is not in lieu of health insurance benefits (including benefits which may be available from Medicare, Medicaid or other third-party payor).

**G. Consent to Release of Medical Information.** You consent to the release to the Provider or its designee of medical information which may be maintained by any physician, hospital or other provider of medical services which has provided or is providing medical services or consultation to you.

**ARTICLE IV**

**FEES AND CHARGES**

**A. Entrance Fees.**

The Entrance Fee for your Residence (if applicable) is \$ \_\_\_\_\_

The Additional Occupant Fee (if applicable) is \$ \_\_\_\_\_

The total Entrance Fee (if applicable) is \$ \_\_\_\_\_

**B. Occupancy Date.** Your Occupancy Date shall be \_\_\_\_\_ (“Occupancy Date”).

**C. Payment Schedule.** The total Entrance Fee (if applicable) is due on or before your Occupancy Date.

**D. Escrow of Entrance Payments.**

1. The Provider shall maintain an interest-bearing escrow account with a bank (“Escrow Agent”) to hold all entrance payments or portions thereof in excess of \$1,000.00 per person received by the Provider prior to the Occupancy Date. Funds or assets deposited in this account shall be kept and maintained separate and apart from the Provider’s business accounts. Interest on escrow deposits will be at the same rate as paid by the Escrow Agent for other deposits of similar term and will be applied to your entrance payment (if applicable).
2. All funds or assets deposited in the escrow account shall remain your property until released to the Provider in accordance with this Section D. The funds or assets shall not be subject to any liens, judgments, garnishments or creditor’s claims against the Provider, or the facility.
3. All funds or assets deposited in escrow pursuant to this section D, shall be released to the Provider when the Provider presents to the Escrow Agent evidence that you have occupied your Residence.
4. Notwithstanding any other provision of this Section D, all funds or assets deposited in escrow pursuant to this Section D shall be released to you (i) if such funds or assets have not been released within three years after placement in escrow, or within such longer period as determined appropriate by the State Corporation Commission in writing, (ii) if you die before occupying your Residence (or, in a double occupant unit, both of you shall die before occupying the unit), (iii) upon rescission of this Agreement pursuant to provisions in this Agreement or in Virginia Code §38.2 – 4900, et. seq. However, funds or assets subject to release under item (i) of this subsection or under subsection 3 of this Section C may be

held in escrow for an additional period at the mutual consent of the Provider and you; however, you may consent to such additional period only after your deposit has been held in escrow for at least two (2) years.

5. Funds or assets held in an escrow account pursuant to this Section D may be held in the form received or if invested shall be invested in instruments authorized for the investment of public funds as set forth in Chapter 18 (§2.1 – 327 et. seq.) of Title 2.1 of the Virginia Code and not in default as to principal or interest.

**E. Application of Funds.** At your Occupancy Date, if you selected a Non-Refundable Entrance Fee Plan, the following shall apply:

1. **Entrance Fee** – “Entrance Fee” shall be payable in the amount of \$\_\_\_\_\_.

If you terminate this agreement as stated in Article V B., C. D. & E. during the first twelve (12) months after the Occupancy Date, resident, or resident’s estate, will receive a refund equal to one hundred percent (100%) of the Entrance Fee paid, minus four percent (4%) for each month of residency. After twelve (12) months, there will be no refund of the Entrance Fee. The Second Person Entrance Fee is one hundred percent (100%) non-refundable, unless terminated during the seven (7) day “right to rescind” period.

2. **Additional Occupant Entrance Fee** – “Additional Occupant Entrance Fee” shall be payable (if applicable) in the amount of \$\_\_\_\_\_.

Additional Occupant Entrance Fee payment is one hundred percent (100%) non-refundable unless you terminate this Agreement during the seven (7) day “right to rescind” period.

**F. Entrance Fee Unchanged.** The principal amount of the Entrance Fee shall not be changed unless you change to a differently priced living unit (see Section IV.O).

**G. Transferor.** If someone other than you, acting on your behalf has paid or will pay the Entrance Fee, this person or organization will be referred to in this Agreement as the “Transferor”. If a Transferor has acted on your behalf, the name of the Transferor is **none**, and that person is also a party to this Agreement. If you have paid the Entrance Fee directly, the term Transferor when used in this Agreement shall refer to you.

**H. Community Fee.** Upon signing this Agreement, you agree to pay the Provider the sum of \$\_\_\_\_\_ (“Community Fee”), which covers the costs associated with maintenance of the Community’s common areas and grounds as well as refurbishment of the Residence as a result of normal wear and tear.

I. **Security Deposit.** Upon signing this Agreement, you agree to deposit with the Provider the sum of \$\_\_\_\_\_, as security for your performance under the Agreement (“Security Deposit”).

J. **Monthly Fee.**

1. **Payment of Monthly Fee** – Commencing on the Occupancy Date, you will pay the Provider a monthly fee (referred to in this Agreement as the “Monthly Fee”). The Monthly Fee shall be payable in advance on or before the fifth (5<sup>th</sup>) day of each month throughout the term of this Agreement and will be deemed paid when received by the Provider. The Provider may assess a five percent (5%) penalty charge for late payment. The Monthly Fee for the month within which the Occupancy Date falls shall be due and payable on the Occupancy Date. The Monthly Fee for that month and or the last month of the Agreement shall be prorated based upon the number of days in the first and last months of the Agreement. The Monthly Fee is not rent but is consideration for services provided to you as herein described.

2. **Amount of Monthly Fee** – Your initial Monthly Fee shall be:

First occupant:

\_\_\_\_\_ Dollars \$ \_\_\_\_\_

Second occupant:

\_\_\_\_\_ Dollars \$ \_\_\_\_\_

Total:

\_\_\_\_\_ Dollars \$ \_\_\_\_\_

K. **ADJUSTMENTS OF MONTHLY FEE.**

1. **Adjustments** – The Provider will have the right to adjust your Monthly Fee upon sixty (60) days written notice to you. Adjustments to the Monthly Fee structure shall not be made more than once in any twelve (12) month period. Residents will also be given at least sixty (60) days advance notice of any changes in other fees, charges or the scope of care or services, except for changes required by state or federal assistance programs.

2. **Termination of Double Occupancy** – If one (1) occupant of a double occupant Residence leaves the Community permanently, dies or moves into the Health Center, effective on the first (1<sup>st</sup>) day of the following

month, the Monthly Fee for the remaining occupant shall be the Monthly Fee for single occupancy of the Residence.

3. **Resident Absence** – If you are to be absent from the Community for more than fourteen (14) consecutive days, you will receive a partial refund of your Monthly Fee in an amount to be determined by the Executive Director of the community, provided you first give written notice to the Executive Director at least five (5) days prior to such absence.

L. **REFUNDS OF MONTHLY FEES AND SECURITY DEPOSIT.** Within forty-five (45) days after your Residence has been vacated, your property has been removed from it, and the Residence has been restored to its original clean condition, the Provider shall pay you or your estate a refund equal to any unused Monthly Fees plus the Security Deposit (without interest), minus;

1. The amount of any unpaid Monthly Fees or other fees that you owe to the Provider under this Agreement;
2. The costs of repairing damage (including tobacco smoke damage) to your Residence not caused by normal wear and tear;
3. The cost of any repairs to other Provider property that was damaged by you; and
4. Any expense incurred by the Provider to remove, store and/or sell any of your property that was not removed after you vacated your Residence.

If the amount you owe the Provider exceeds the sum of your unused Monthly Fees and Security Deposit, the Provider will bill you the difference.

M. **HEALTH CENTER FEES.**

1. **Payment of Health Center Fee.** Commencing on the date you transfer to the Health Center on either a temporary or permanent basis you will pay Health Center Fees appropriate to the type of care you receive in accordance with the Assisted Living or Nursing Care Agreement executed pursuant to Section III.B of this Agreement. An amount equal to 30 or 31 (depending on the number of days in the month) times the Per Diem Health Center Fee is payable in advance on or before the fifth (5<sup>th</sup>) day of each month throughout the term of your stay in the Health Center and will be deemed paid when received by the Provider. The Provider may assess a five percent (5%) penalty charge for late payment. In the first (1<sup>st</sup>) month, this sum shall be payable on the admission date to the Health Center. If you are admitted with less than thirty (30) days remaining in the month of admission, the advance payment shall be prorated accordingly, and the residual amount will be credited to the following month's payment.

2. **Amount of Per Diem Health Center Fee.** The current per diem rate for Health Center Services is as follows:

Assisted Living From **\$158.00** per day/unfurnished (base rate)

Nursing Care **\$328.00** per day/semi-private occupancy

N. **Adjustments of Health Center Fees.** The Provider will have the right to adjust your Per Diem Health Center Fees upon thirty (30) days written notice to you. Other Health Center ancillary charges may be adjusted by the Provider at any time.

O. **Move to Differently Priced Unit.** If you move from a lower priced unit to a higher priced unit you will pay the difference between the Entrance Fee already paid on the old unit and the Entrance Fee associated with the new unit. The Monthly Fee in the new unit will be the fee then in effect for a unit of that size and style.

If you move from a higher priced unit to a lower priced unit you will **not** receive a refund of the difference between the entrance payment you made on your old unit and the entrance payment associated with the new unit. The Monthly Fee in the new unit will be the fee then in effect for a unit of that size and style. If you move to another apartment/cottage in our community within a year of moving into your current apartment, you will be assessed a fee to pay for the repainting and repairs to the apartment/cottage walls.

P. **Change From Straight Monthly Fee Plan to Entrance Fee Plan.** If you change from the straight Monthly Fee plan to an Entrance Fee plan, you will pay the then current Entrance Fee associated with the plan. Thereafter, you will pay the monthly fees associated with the payment plan you selected. This change can be made only on the anniversary date of your residency in the community.

## ARTICLE V

### TERMINATION OF AGREEMENT

A. **Automatic Rescission.** If you die before occupying your unit, or are precluded through illness, injury or incapacity from becoming a resident under the terms of the Continuing Care Agreement, the Agreement is automatically rescinded and you or your legal representative shall receive a full refund of all money paid to the Provider, except those costs specifically incurred by the Provider at your request and set forth in a separate written addendum signed by both you and the Provider.

B. **Termination by Resident.** You may rescind this Agreement in its entirety by giving written notice to the Provider within seven (7) days of signing this Agreement. A “Notice of Right to Rescind” form is attached to this Agreement. If you rescind this Agreement, the Provider will refund all amounts you paid, except for the Application Fee.



After occupancy, you (or both Residents of a double occupied unit) have the right, at any time, to terminate the Agreement by delivering a written termination notice to the Provider, signed by you (or both Residents of a double occupied unit). This notice shall specify the date when termination is to be effective, which shall be not less than one hundred and twenty (120) days after the date of the written notice unless this time requirement is waived by the Provider. In case of a double occupied unit, this notice will also state whether either occupant desires to retain the Unit or another unit, if available, on a single occupancy basis. If one (1) occupant elects to remain a Resident, the Agreement shall remain in effect with appropriate adjustment of the Monthly Fee. In the event you move to another Residence within the first twelve (12) months of your Occupancy Date, you will be assessed a fee to refurbish the Residence you are vacating.

Should you give notice of termination as provided in this Section, you may not thereafter cancel or withdraw such notice without the Provider's consent.

**C. Termination by the Provider.** The Provider may terminate the Agreement for good cause by notice to you. Good cause shall include any of the following:

1. Conduct by you that constitutes a danger to yourself or others;
2. Failure to pay the Monthly Fee or Health Center Fees when due;
3. Repeated conduct that interferes with the quiet enjoyment of the Community by other residents;
4. Persistent refusal to comply with reasonable written Community rules and regulations.
5. Material misrepresentations made intentionally or recklessly in your application and other related materials, regarding information which, if accurately provided, would have resulted in either your failure to qualify for residency or a material increase in the cost of providing the care and services provided under the contract; or
6. A material breach of the terms and conditions of the Agreement.

The Provider will not terminate the Agreement without first notifying you of the nature of the default and allowing you not less than thirty (30) days within which to remedy such default. If, within this time period, you have not remedied the default, the Provider may terminate the Agreement immediately.

**D. Cancellation and Other Notices.** All notices required by this Agreement shall be in writing and mailed or hand delivered (i) to the Provider at its address as shown below or, after the Occupancy Date, to the Executive Director's office, (ii) to you at the address shown below, or after the Occupancy Date, by depositing the notice in your community mail box, and (iii) to the Transferor (if any) at the address as shown below.

Resident:

\_\_\_\_\_  
2600 Barracks Road, \_\_\_\_\_  
Charlottesville, VA 22901

Transferor:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Provider:

The Colonnades Retirement Community  
2600 Barracks Road  
Charlottesville, VA 22901  
Attn: Executive Director

The address may be changed from time to time by written notice to the other party.

**E. Termination by Death.** Upon your death the Agreement shall terminate as soon as your personal property has been removed from the Unit. The death of one (1) resident of a jointly occupied Unit shall not cause this Agreement to be terminated.

**F. Release Upon Termination.** Upon termination of the Agreement (i) the Provider shall take possession of your Residence and be released from all obligations to you except to pay or refund any amounts required to be paid or refunded to you hereunder, and (ii) upon payment of all amounts owed to the Provider by you hereunder, you shall be released from further obligation to the Provider.

**G. Removal of Resident's Property.** Within thirty (30) days after (i) you move from the Unit on a permanent basis, (ii) your death, or (iii) termination of the Agreement, you or your guardian, conservator or designee, or if none is qualified, your family, shall remove your personal property from the Unit. Payment of Monthly Fees shall continue on a prorated basis until the property is removed from the unit. If said personal property is not removed within such thirty (30) day period, the Provider shall have the right to remove it from the Unit and place it in storage for up to one (1) year at your expense, after which time it shall be sold and the proceeds, after deductions for expenses, credited to your account.

## ARTICLE VI

### OTHER CONSIDERATIONS

A. **Resident's Covenant of Performance.** You agree to pay promptly all fees and charges required by this Agreement, and otherwise to comply fully with all of your other obligations set forth in this Agreement. You agree not to use, transfer or materially deplete your assets by gifts or otherwise, so as to threaten or jeopardize your ability to pay amounts owed under this Agreement.

B. **Attorney's Fees.** In the event that litigation arises between the parties in connection with their rights and obligations under this Agreement, the prevailing party will be entitled to reasonable attorney fees and costs incurred in connection with such litigation, to be paid by the other party.

C. **Pets.** You may maintain a dog, cat or other pet upon the approval of and on terms prescribed by the Executive Director. No such approval shall be necessary for fish or small birds which are kept in appropriate containers. You will be responsible for ensuring that any pet is properly cared for and that your pet does not create any disturbance or otherwise constitute a nuisance, and agree to comply with any reasonable pet regulations adopted by the Community.

D. **Additional Occupants.**

1. **Guests.** No person other than you may occupy your Residence except as a temporary guest. Any guest staying overnight must first register with the Community. Permission must first be obtained from the Executive Director if you desire that a guest stay for more than seven (7) nights in any thirty (30) day period. Persons granted such permission shall acquire no rights or privileges under this Agreement. The Provider may revoke such permission at any time upon twenty-four (24) hours notice.
2. **Marriage of Two Residents.** If two (2) residents marry, either resident may terminate his or her Continuing Care Agreement and release his or her Residence. The terminating resident may become a party to his/her spouse's Continuing Care Agreement and become a second occupant in the occupied Residence. The Monthly Fee shall be adjusted so as to equal the Monthly Fee that applies to double occupancy of the occupied Residence. The Monthly Fee subsequently may be adjusted as set forth in Article IV, Section I.
3. **Marriage to Non-Resident.** If you marry a non-resident who meets the entrance requirements your new spouse automatically becomes a resident of the Community and becomes a party to this Agreement. If your new spouse does not meet the entrance requirements, he or she may occupy your Residence with you on a non-resident basis. In both cases the Additional Occupant Fee, equal to the then current Additional Occupant

Fee shall be paid and the Monthly Fee shall be adjusted to reflect double occupancy.

4. **Other Parties.** Should you desire to have a person other than a spouse live in your Residence with you on a permanent basis, prior written permission of the Executive Director shall be necessary. If approved, such other person will pay the Additional Occupant Fee and the Monthly Fee shall be adjusted to reflect double occupancy. If such other person does not become a resident, he or she may, at the discretion of and on terms set by the Executive Director, receive at his or her own expense, services available to residents.

**E. Arrangements for Guardianship or Conservatorship.** If you become legally incompetent or are not able to care properly for yourself or your property, and if you have made no other designation of a person or legal entity to serve as guardian or conservator, then the Provider may apply to a court of law to appoint a legal guardian or conservator.

**F. Arrangements in Event of Death.** Funeral arrangements are the responsibility of your estate or family and the Provider has no obligation to make such arrangements or provide such services except where you or your family fail to do so. Any expenses advanced by the Provider relating to the funeral or burial shall become a debt of your estate.

**G. Property Rights.**

1. **Right of Entry.** The Provider's employees may enter your Residence at any reasonable time to perform housekeeping duties, inspection and maintenance functions and at any time to respond to a medical alert system, fire alert system or other emergency. The Provider recognizes your right to privacy and the Provider's responsibility to limit entry only to situations such as those described above or where the Provider deems it advisable for the best interest of you or the Community.
2. **Ownership Rights.** You have no ownership interest or proprietary right in the Residence assigned to you and the personal property, land, buildings, improvements or other Community facilities provided under this Agreement. This Agreement shall not be construed to be a lease or to confer any rights of tenancy or ownership to you. Your rights under this Agreement are subject to all terms and conditions of this Agreement and subordinate to any mortgage, financing deed, deed of trust, or financing lease on Community premises. Upon request, you agree to execute and deliver any instrument requested by the Provider or the owner or holder of any such document to effect the sale, assignment, or conveyance thereof, provided that by so doing you shall not be required to prejudice your rights under this Agreement.

3. **Responsibility for Damages.** You will be responsible for any loss or damage to the Provider's property caused by your negligence. If negligence of another resident, invitee or other person, other than an employee or agent of the Provider, results in injury, illness or damage to you or your property, the Provider assumes no responsibility therefrom and you release and discharge the Provider from all liability and responsibility for same.

H. **Rules and Regulations.** The Provider shall have the right to adopt or amend, either by itself or with or through a residents association, such reasonable rules and regulations as it deems necessary or desirable for the proper management and operation of the Community and the safety, health and comfort of the residents. You agree to abide by such rules and regulations.

I. **Accuracy of Information.** You represent and warrant that all information that has been or will be submitted to the Provider by you as required in making application to the Community or by the Reservation Agreement or this Agreement is true and complete. You understand and acknowledge that the Provider is relying on such information.

J. **Changes in Service.** No changes shall be made in the scope of care or services on less than sixty (60) days notice, unless required by state or federal assistance programs.

K. **Inability to Pay.** If you are not able to pay the Monthly Fee, Health Center Fees, or other amounts owed under this Agreement, the Provider may assist you in applying for a loan or loans to meet your obligations.

L. **Personal Obligations of Residents.** The Provider shall not be liable or responsible for any expenses, debts, or obligations incurred by you on your own account, nor shall it be obligated to furnish, supply, or give you any support, maintenance, board or lodging while you are absent from the Community.

M. **Admissions and Dismissals of other Residents.** You agree that you have no right to determine or appeal the admission, terms of admission, placement or dismissal of any other resident.

N. **Visitor Policy.** Except as provided in Article VI, Section D.1, Residents may invite Guests for visits at reasonable times. Guests must comply with Community rules and regulations.

O. **Financial Statements.** The Provider's audited financial reports are contained in the Annual Disclosure Statement filed with the Virginia Bureau of Insurance.

P. **Waiver.** The failure of the Provider in any one (1) or more instances to insist upon strict compliance by you with any of the terms of this Agreement shall not be construed to be a waiver by the Provider of the right to insist upon strict compliance by you with any of the other terms of this Agreement.

**Q. Assignment.** Your rights under this Agreement are personal to you and cannot be transferred or assigned by any act of you, or by any proceeding at law, or otherwise. The Provider may assign the Agreement to any subsidiary or other entity. The Agreement shall bind and inure to the benefit of the Provider's successors and assigns and shall bind and inure to the benefit of your heirs, executors and administrators in accordance with its terms.

**R. Entire Agreement.** This Continuing Care Agreement, together with the Resident's application forms, the Priority Deposit Agreement, Residential Selection Deposit Agreement and the Reservation Agreement, constitute the entire agreement between the Provider and you. The Provider is not liable for nor bound in any manner by any statements, representations or promises made by any person representing or proposing to represent the Provider unless such statements, representations, or promises are set forth in the Agreement. Any modification of the Agreement must be in writing signed by the Provider and you.

**S. Partial Illegality.** This Agreement shall be construed in accordance with the laws of the Commonwealth of Virginia. If any portion of this Agreement shall be determined to be illegal or not in conformity with applicable laws and regulations, such portion shall be deemed to be modified so as to be in accordance with such laws and regulations, and the validity of the balance of this Agreement shall not be affected; provided, however, if the Provider determines, in its sole discretion, that the portion of this Agreement so changed constitutes a substantial change in this Agreement, the Provider may rescind this Agreement and you shall receive all refunds to which you are entitled under this Agreement.

**T. Construction.** Words of any gender used in this Agreement shall be deemed to include any other gender and words in the singular shall be deemed to include the plural when the sense requires.

**U. Joint and Several Liability.** If two (2) parties execute this Agreement as residents, the term "resident" or "you" as used in the Agreement shall apply to both and they shall be jointly and severally liable under this Agreement unless otherwise provided.

IN WITNESS WHEREOF, the parties hereto have executed the Agreement on the date and year first above written.

WELLTOWER CCRC OPCO LLC

By: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Resident or Responsible Party

\_\_\_\_\_  
Resident or Responsible Party

**Notice of Right to Rescind**

**Date:** \_\_\_\_\_  
Date Rescission Period Begins

Resident may rescind and terminate the Continuing Care Agreement, without penalty or forfeiture, within seven (7) days of the above date. Resident is not required to move into the Continuing Care facility before the expiration of this seven (7) day period.

To rescind the Continuing Care Agreement, mail or deliver a signed and dated copy of this notice or any other dated written, letter or telegram, stating your desire to rescind to The Colonnades, 2600 Barracks Road, Charlottesville, Virginia 22901, not later than midnight of \_\_\_\_\_ (last day of rescission).

Pursuant to this notice, I hereby cancel my Continuing Care Agreement.

\_\_\_\_\_  
Resident or Responsible Party

\_\_\_\_\_  
Date

\_\_\_\_\_  
Resident or Responsible Party

\_\_\_\_\_  
Date



**EXHIBIT B**

**RESERVATION AGREEMENT**

**THE COLONNADES  
WELLTOWER CCRC OPCO LLC**

**Independent Living Apartment/Cottage  
Reservation Agreement**

THIS AGREEMENT is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by and between Welltower CCRC OpCo LLC, through its manager, Sunrise Senior Living Management, Inc. referred to in this Agreement as “SUNRISE” and \_\_\_\_\_ (hereinafter designated as “you”.)

SUNRISE, manages THE COLONNADES located on Barracks Road in Charlottesville, Virginia and you are desirous of becoming a resident of The Colonnades.

**IT IS AGREED AS FOLLOWS:**

1. You may rescind or terminate this Agreement at any time by providing notice to Sunrise at:

The Colonnades  
2600 Barracks Road  
Charlottesville, Virginia 22901
2. SUNRISE agrees to make residence unit number \_\_\_\_\_, available to you on the Occupancy Date.
3. SUNRISE may terminate this Agreement if you fail to meet the admissions requirements necessary for execution of the Continuing Care Agreement or if you fail to execute a Continuing Care Agreement by \_\_\_\_\_, 20\_\_\_\_.
4. You are guaranteed that any change in the state of your health after the date of the execution of a Continuing Care Agreement will not affect your admission to The Colonnades.
5. You paid SUNRISE a \$\_\_\_\_\_ Application Fee when you applied for admission to THE COLONNADES which, except as specified below, is non-refundable.
  - (a) If you die prior to execution of the Continuing Care Agreement, SUNRISE shall refund the \$\_\_\_\_\_ Application Fee. Payment shall be made within thirty (30) days from notice of the date of death.
  - (b) If SUNRISE terminates this Agreement due to your failure to meet admission criteria, SUNRISE shall refund the \$\_\_\_\_\_ Application Fee within thirty (30) days from date of termination. If SUNRISE terminates the Agreement due to your failure to execute a Continuing Care Agreement by the date specified in Paragraph 3 of this Agreement, the \$\_\_\_\_\_ Application Fee shall be non-refundable.

**THE COLONNADES  
WELLTOWER CCRC OPCO LLC**

- (c) Once the Continuing Care Agreement is executed, the \$\_\_\_\_\_ application fee will be applied to the Community Fee called for in the Continuing Care Agreement.
6. You have agreed to the “\_\_\_\_\_ Payment Plan”. However, you may elect to change to any other payment plan offered by SUNRISE without penalty, at any time prior to signing the Continuing Care Agreement for your residence.
  7. You are guaranteed that any change in the amount of Entrance Fees associated with your payment plan after the date of this Agreement will not affect the amount of the Entrance Fee payable by you.
  8. Your rights under this Agreement are the rights and privileges expressly granted in this Agreement and do not include any proprietary interest in the properties of THE COLONNADES or SUNRISE and are subject to such subordination agreements as may be required by the Continuing Care Agreement.
  9. You agree to abide by and conform to such rules, policies, and principles as now exist for the operation and management of the facility and such as may subsequently be adopted or amended. A copy of the rules and regulations of the facility shall be provided to you.
  10. You agree to pay a non-refundable reservation fee (“Reservation Fee”) in the amount of \$\_\_\_\_\_/day beginning on \_\_\_\_\_. 20\_\_ to secure the apartment/cottage until the execution of the Continuing Care Agreement. If you cancel this agreement, any over payment is refundable.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date of Birth

\_\_\_\_\_  
Date of Birth

\_\_\_\_\_  
Social Security #

\_\_\_\_\_  
Social Security #

\_\_\_\_\_  
Medicare #

\_\_\_\_\_  
Medicare #

**[SIGNATURES ON FOLLOWING PAGE]**

**THE COLONNADES  
WELLTOWER CCRC OPCO LLC**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City State Zip

\_\_\_\_\_  
Telephone

\_\_\_\_\_  
Representative of Sunrise Senior Living Management, Inc  
on behalf of Welltower CCRC OpCo LLC

\_\_\_\_\_  
Title

**EXHIBIT C**

**PROVIDER'S CERTIFIED FINANCIAL STATEMENTS**

# **Welltower CCRC OpCo, LLC**

Financial Statements and  
Supplementary Information

December 31, 2022 and 2021

# Welltower CCRC OpCo, LLC

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December 31, 2022 and 2021

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## Independent Auditors' Report

To the Member of  
Welltower CCRC OpCo, LLC

### Opinion

We have audited the financial statements of Welltower CCRC OpCo, LLC, (the Organization), which comprise the balance sheets as of December 31, 2022 and 2021, and the related statements of operations and changes in member's equity and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Organization as of December 31, 2022 and 2021, and the results of its operations, changes in its member's equity and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America (GAAP).

### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

### Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance, and therefore, is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings and certain internal control-related matters that we identified during the audit.

### **Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplementary information on pages 16 through 21 is presented for the purposes of additional analysis rather than to present the financial position, results of operations and changes in members' equity and cash flows of the individual entities and is not a required part of the financial statements. The supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

*Baker Tilly US, LLP*

Philadelphia, Pennsylvania  
May 30, 2023

## Welltower CCRC OpCo, LLC

Balance Sheets

December 31, 2022 and 2021

|  | <u>2022</u>          | <u>2021</u>          |
|--|----------------------|----------------------|
| <b>Assets</b>                                  |                      |                      |
| <b>Current Assets</b>                          |                      |                      |
| Cash and cash equivalents                      | \$ 10,083            | \$ -                 |
| Accounts receivable, residents, net            | 2,883,072            | 1,517,703            |
| Prepaid expenses and other current assets      | 1,648,637            | 891,640              |
| Total current assets                           | 4,541,792            | 2,409,343            |
| <b>Restricted Cash</b>                         |                      |                      |
| Bedford Court working capital reserves         | 3,653,464            | 3,651,385            |
| Other restricted cash                          | 1,349                | 126,261              |
| <b>Property and Equipment, Net</b>             |                      |                      |
|  | 19,365,732           | 18,227,363           |
| <b>Right of Use Asset</b>                      |                      |                      |
|  | 25,682,360           | -                    |
| <b>Intangible Asset</b>                        |                      |                      |
|  | 927,169              | 3,152,373            |
| <b>Other Assets, Net</b>                       |                      |                      |
|  | 48,469               | 6,880                |
| Total assets                                   | <u>\$ 54,220,335</u> | <u>\$ 27,573,605</u> |
| <b>Liabilities and Members' Equity</b>         |                      |                      |
| <b>Current Liabilities</b>                     |                      |                      |
| Accounts payable and accrued expenses          | \$ 1,764,294         | \$ 1,767,616         |
| Due to management company                      | 856,451              | 400,436              |
| Due to affiliate                               | 10,847,605           | 4,198,083            |
| Deferred revenue                               | 78,432               | 95,774               |
| Operating lease obligations                    | 8,670,214            | -                    |
| Security and reservation deposits              | 195,250              | 215,110              |
| Refundable entrance fees and deposits, current | 881,731              | 1,021,915            |
| Total current liabilities                      | 23,293,977           | 7,698,934            |
| Refundable entrance fees and deposits          | 3,288,458            | 3,219,024            |
| Deferred revenue from advances fees            | 7,578,067            | 6,543,340            |
| Deferred revenue, below market lease           | 927,169              | 3,152,373            |
| Operating lease obligations                    | 17,012,146           | -                    |
| Other long-term liabilities                    | -                    | 5,325                |
| Total liabilities                              | 52,099,817           | 20,618,996           |
| <b>Members' Equity</b>                         |                      |                      |
|  | 2,120,518            | 6,954,609            |
| Total liabilities and members' equity          | <u>\$ 54,220,335</u> | <u>\$ 27,573,605</u> |

See notes to financial statements

## Welltower CCRC OpCo, LLC

Statements of Operations and Changes in Members' Equity  
Years Ended December 31, 2022 and 2021

|   | <u>2022</u>         | <u>2021</u>         |
|---|---------------------|---------------------|
| <b>Revenue</b>                            |                     |                     |
| Resident fees                             | \$ 32,953,514       | \$ 31,808,428       |
| Healthcare revenue                        | 10,898,425          | 10,398,799          |
| Amortization of entrance fees             | 1,516,358           | 1,494,748           |
| COVID-19 grant revenue                    | 768,206             | 880,585             |
| Interest income                           | 9,934               | 6,391               |
|   | <u>46,146,437</u>   | <u>44,588,951</u>   |
| <b>Expenses</b>                           |                     |                     |
| Salaries, benefits and payroll taxes      | 17,927,095          | 17,253,811          |
| Lease expense                             | 14,221,758          | 8,632,218           |
| Ancillary                                 | 2,635,320           | 2,594,183           |
| Management fees                           | 2,288,022           | 2,229,749           |
| Repairs and maintenance                   | 1,379,787           | 1,642,003           |
| General and administrative                | 1,779,535           | 1,615,508           |
| Food                                      | 1,574,139           | 1,501,159           |
| Depreciation                              | 2,496,154           | 1,460,850           |
| Utilities                                 | 1,439,987           | 1,276,244           |
| Real estate taxes                         | 1,220,562           | 1,189,697           |
| Insurance                                 | 1,123,190           | 1,140,318           |
| Professional fees and contracted services | 2,124,005           | 875,233             |
| COVID-19 expense                          | 408,478             | 827,039             |
| Other nonoperating expenses               | 366,596             | 430,040             |
| Interest                                  | 3,930               | 13,607              |
| Recovery of bad debts                     | (8,030)             | (12,354)            |
|   | <u>50,980,528</u>   | <u>42,669,305</u>   |
| Net (deficit) income                      | (4,834,091)         | 1,919,646           |
| <b>Members' Equity, Beginning</b>         | <u>6,954,609</u>    | <u>5,034,963</u>    |
| <b>Members' Equity, Ending</b>            | <u>\$ 2,120,518</u> | <u>\$ 6,954,609</u> |

See notes to financial statements

## Welltower CCRC OpCo, LLC

### Statements of Cash Flows

Years Ended December 31, 2022 and 2021

|   | <u>2022</u>         | <u>2021</u>         |
|---|---------------------|---------------------|
| <b>Cash Flows From Operating Activities</b>   |                     |                     |
| Net (deficit) income  | \$ (4,834,091)      | \$ 1,919,646        |
| Adjustments to reconcile net (deficit) income to net cash provided by operating activities: |                     |                     |
| Depreciation  | 2,496,154           | 1,460,850           |
| Amortization of entrance fees   | (1,516,358)         | (1,494,748)         |
| Proceeds under nonrefundable entrance fee plans   | 2,551,085           | 2,825,500           |
| Other changes in prepaid rent   | (758,140)           | 226,470             |
| Recovery of bad debts   | (8,030)             | (12,354)            |
| Changes in operating assets and liabilities:  |                     |                     |
| Accounts receivable, residents, net   | (1,357,339)         | 163,377             |
| Due to affiliates   | 6,649,522           | 732,587             |
| Due to (from) management company, net   | 456,015             | (107,982)           |
| Prepaid expenses and other current assets   | 1,143               | 31,876              |
| Other assets, net   | (41,589)            | -                   |
| Other long-term liabilities   | (5,325)             | (26,315)            |
| Accounts payable and accrued expenses   | (3,322)             | 134,840             |
| Deferred revenue  | (17,342)            | 10,754              |
| Security and reservation deposits   | (19,860)            | (2,613)             |
| Net cash provided by operating activities   | <u>3,592,523</u>    | <u>5,861,888</u>    |
| <b>Cash Flows From Investing Activities</b>   |                     |                     |
| Purchases of property and equipment   | <u>(3,634,523)</u>  | <u>(5,495,190)</u>  |
| Net cash used in investing activities   | <u>(3,634,523)</u>  | <u>(5,495,190)</u>  |
| <b>Cash Flows From Financing Activities</b>   |                     |                     |
| Proceeds from refundable entrance fees  | 831,600             | 845,100             |
| Refunds of deposits and refundable fees   | <u>(902,350)</u>    | <u>(1,212,735)</u>  |
| Net cash used in financing activities   | <u>(70,750)</u>     | <u>(367,635)</u>    |
| Net decrease in cash and restricted cash  | (112,750)           | (937)               |
| <b>Cash and Restricted Cash, Beginning</b>  | <u>3,777,646</u>    | <u>3,778,583</u>    |
| <b>Cash and Restricted Cash, Ending</b>   | <u>\$ 3,664,896</u> | <u>\$ 3,777,646</u> |
| <b>Reconciliation of Cash and Restricted Cash</b>   |                     |                     |
| Cash  | \$ 10,083           | \$ -                |
| Restricted cash:  |                     |                     |
| Bedford Court working capital reserves  | 3,653,464           | 3,651,385           |
| Other restricted cash   | <u>1,349</u>        | <u>126,261</u>      |
| Total cash and restricted cash  | <u>\$ 3,664,896</u> | <u>\$ 3,777,646</u> |

See notes to financial statements

## Welltower CCRC OpCo LLC

Notes to Financial Statements  
December 31, 2022 and 2021

### 1. Nature of the Business

Welltower CCRC OpCo, LLC (Welltower CCRC) was formed January 11, 2018 to be identified as the provider of services for two continuing care retirement communities, Bedford Court and The Colonnades, (the Communities). Bedford Court is regulated by the Maryland Department of Aging (MDOA); the continuing care laws for the State of Maryland. The Colonnades is regulated by the Virginia Bureau of Insurance.

Welltower OpCo Group, LLC (Welltower OG) is the sole member of Welltower CCRC. The sole member of Welltower OG is Welltower TRS HoldCo, LLC. The sole member of Welltower TRS HoldCo, LLC is Welltower OP Inc., which is majority owned by Welltower Inc., a publicly traded real estate investment trust.

The Communities offer a variety of services as follows:

|                                | <u>Bedford Court</u>     | <u>The Colonnades</u>     |
|--------------------------------|--------------------------|---------------------------|
| Location                       | Silver Spring, Maryland  | Charlottesville, Virginia |
| Opening year                   | 1992                     | 1991                      |
| Ownership status               | Leased                   | Leased                    |
| Services:                      |                          |                           |
| Independent Living             | 218 (units)              | 218 (units)               |
| Assisted Living                | 62 (units)               | 41 (units)                |
| Assisted Living Memory Support | -                        | 16 (beds)                 |
| Nursing                        | 60 (beds)                | 30 (beds)                 |
| Total units/beds               | 340                      | 305                       |
| Type of contract               | Type C - fee-for-service | Type C - fee-for-service  |

The real property and improvements which comprise the Communities are owned by Welltower PropCo Group, LLC (Welltower PropCo). Welltower PropCo leases the real property of the Communities to Welltower CCRC.

Sunrise Senior Living Management, Inc. (SSLMI), manages the Communities pursuant to management agreements with Welltower CCRC.

### 2. Summary of Significant Accounting Policies

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Restricted Cash

Restricted cash includes \$3,653,464 and \$3,651,385 as of December 31, 2022 and 2021, respectively, of statutory reserves which are to meet the requirement by the State of Maryland for Bedford Court.

The MDOA requires providers of continuing care to maintain certain operating reserves that equal 15% of the facility's net operating expenses, as defined by the state, relating to continuing care contracts.

## Welltower CCRC OpCo LLC

Notes to Financial Statements  
December 31, 2022 and 2021

Welltower CCRC has fully funded the reserve as of December 31, 2022 which is calculated as follows:

|   |                     |
|---|---------------------|
| Total operating expenses for fiscal year ended<br>December 31, 2022 | \$ 23,092,900       |
| Less depreciation   | <u>(839,847)</u>    |
| Net operating expense   | 22,253,053          |
| Required reserves percentage  | <u>15%</u>          |
| Required reserves at December 31, 2022                              | <u>\$ 3,337,958</u> |
| Actual reserves at December 31, 2022                                | <u>\$ 3,653,464</u> |

Restricted cash reserve funds were \$3,653,464 at December 31, 2022, which exceeded the minimum statutory operating reserve requirement.

Beginning January 1, 2023, the reserve requirement will be equal to 25% of the facility's net operating expenses, as defined by the State, relating to continuing care contracts. Any required funding needed to meet the increased reserve of 25% beginning January 1, 2023 will be provided by its parent, Welltower Inc. On April 17, 2023, Welltower Inc. funded approximately \$1,900,000 to meet the 2023 funding requirement.

Restricted cash also includes escrow deposits for prospective residents for The Colonnades.

### Accounts Receivable, Residents, Net

Welltower CCRC assesses collectability on all resident accounts prior to providing services. Residents are not required to provide collateral for the services rendered. Payment for services is required upon receipt of an invoice. Accounts are written off through bad debt expense when Welltower CCRC has exhausted all collection efforts and accounts are deemed impaired.

### Property and Equipment

Property and Equipment is recorded at cost, net of accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful life of the equipment.

### Impairment of Long-Lived Assets

Welltower CCRC reviews its long-lived assets whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. In that event, if Welltower CCRC determines the estimated future net cash flows are less than the carrying value of the asset, an impairment loss is recognized for the difference between the estimated fair value and the carrying value of the asset. No impairment losses were recognized in 2022 or 2021.

## Welltower CCRC OpCo LLC

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Notes to Financial Statements  
December 31, 2022 and 2021

### Intangible Asset and Liability

The intangible asset of \$927,169 and \$3,152,373 as of December 31, 2022 and 2021, respectively, is the fair market value of the below market lease with Welltower PropCo for The Colonnades. The deferred revenue - below market lease liability of \$927,169 and \$3,152,373 as of December 31, 2022 and 2021, respectively, is the fair market value of the below market leases with the residents of The Colonnades. Amortization for both is computed using the straight-line method over a five year period. The intangible asset is tested for impairment annually and more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired and is evaluated each reporting period to determine whether events and circumstances continue to support the useful life. If Welltower CCRC determines that it is more likely than not (50% likelihood) that the fair value of the operations is less than its carrying value, then it performs the two-step impairment test as required by authoritative guidance. Welltower CCRC determined, based on these qualitative factors, that it was more likely than not that the fair value of the operations exceeded its carrying value as of December 31, 2022 and 2021. Therefore, Welltower CCRC did not perform the two-step impairment test, as defined under authoritative guidance, in 2022 and 2021.

### Leases

Welltower CCRC evaluates at contract inception whether a lease exists and recognizes a lease obligation and right-of-use (ROU) asset for all leases with a term greater than 12 months. Leases are classified as either financing or operating. All lease liabilities are measured as the present value of the future lease payments using a discount rate. The future lease payments used to measure the lease liability include fixed payments, as well as the exercise price of any options to purchase the underlying asset that have been deemed reasonably certain of being exercised, if applicable. Future lease payments for optional renewal periods that are not reasonably certain of being exercised are excluded from the measurement of the lease liability. For all leases, the ROU asset is initially derived from the measurement of the lease liability and adjusted for certain items, such as initial direct costs and lease incentives received. ROU assets are subject to long-lived impairment testing.

Operating lease expense is recognized on a straight-line basis over the lease term and is included within lease expense in the statements of operations and changes in member's equity. The lease term is determined based on the date Welltower CCRC acquires control of the leased premises through the end of the lease term. Optional renewal periods are initially not included in the lease term unless they are deemed to be reasonably certain of being exercised at lease commencement.

### Revenue Recognition and Deferred Revenue

Operating revenue consists of resident fee revenue, which is recognized monthly as services are provided. Agreements with residents are generally for a term of one year and are cancelable by residents with 30 to 90 days' notice. The Communities bill the residents one month in advance of the services being rendered, and therefore, cash payments received for services are recorded as deferred revenue until the services are rendered and the revenue is earned.

Healthcare revenue is recorded at established rates with contractual adjustments deducted to arrive at net healthcare revenue. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. Healthcare services rendered to Medicare beneficiaries are paid on a Prospective Payment System (PPS). Fee amounts are determined annually and are based on the acuity level of the resident. As a result, the PPS does not have estimated annual settlements. Medicaid payment methodologies vary by state. Most state Medicaid programs will perform desk reviews of all submitted cost reports and audit only selected providers. Differences between the estimated amounts accrued and interim and final settlements are reported in operations in the year of settlement. There are no receivables for estimated Medicare or Medicaid settlements as of December 31, 2022 and 2021.

## Welltower CCRC OpCo LLC

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Notes to Financial Statements  
December 31, 2022 and 2021

### Net Resident Service Revenues

Net resident service revenues are reported at the amount that reflects the consideration Welltower CCRC expects to receive in exchange for the services provided. These amounts are due from residents or third-party payors and include variable consideration for retroactive adjustments, if any, under reimbursement programs. Performance obligations are determined based on the nature of the services provided. Net resident service revenues are recognized as performance obligations are satisfied.

Net resident service revenues are primarily comprised of the following revenue streams:

#### Independent Living

Independent Living revenues is derived from providing housing services to residents at a stated monthly fee. Independent Living revenues are recognized on a month-to-month basis. Welltower CCRC has determined that the services included in the monthly fee have the same timing and pattern of transfer and are a series of distinct services that are considered one performance obligation which is satisfied over time as services are provided.

#### Healthcare

Healthcare revenues are derived from providing housing services to residents at a stated daily fee, net of any contractual adjustments from third-party payors. Healthcare revenues are recognized on a daily basis as services are rendered. Welltower CCRC has determined that the services included in the daily fee have the same timing and pattern of transfer and are a series of distinct services that are considered one performance obligation which is satisfied over time as services are provided.

#### Assisted Living

Assisted Living revenues is derived from providing housing services to residents at a stated daily fee. Assisted Living revenues are recognized on a daily basis as services are rendered. Welltower CCRC has determined that the services included in the daily fee have the same timing and pattern of transfer and are a series of distinct services that are considered one performance obligation which is satisfied over time as services are provided.

#### Reminiscence

Reminiscence revenues is derived from providing housing services to residents at a stated daily fee. Reminiscence revenues are recognized on a daily basis as services are rendered. Welltower CCRC has determined that the services included in the daily fee have the same timing and pattern of transfer and are a series of distinct services that are considered one performance obligation which is satisfied over time as services are provided.

Revenue from nonrefundable entrance fees received are recognized through amortization of the nonrefundable entrance fee using the straight-line method over annually adjusted estimated remaining life expectancies of the residents which approximates the period of time the goods and services under the agreements are expected to be transferred to residents. The unamortized portion is classified as deferred revenues from entrance fees in the balance sheets. Amortization of nonrefundable entrance fees was \$1,516,358 in 2022 and \$1,494,748 in 2021.



## Welltower CCRC OpCo LLC

Notes to Financial Statements  
December 31, 2022 and 2021

Payment terms and conditions for Welltower CCRC's resident contracts vary by contract type and payor source, although terms generally include payment to be made within 30 days. Net resident service fee revenues for recurring and routine monthly services are generally billed monthly in advance. Net resident service fee revenues for ancillary services are generally billed monthly in arrears. Welltower CCRC applies the practical expedient in accordance with generally accepted accounting principles and therefore does not disclose amounts for remaining performance obligations that have original expected durations of one year or less.

Welltower CCRC has agreements with third-party payors that provide for payments to Welltower CCRC at amounts different from its established rates. Welltower CCRC receives revenue for services under third-party payor programs, including Medicare, Medicaid and other third-party payors. Settlements with third-party payors for retroactive adjustments due to audits, reviews or investigations are included in the determination of the estimated transaction price for providing services. Welltower CCRC estimates the transaction price based on the terms of the contract and correspondence with the third-party payor and historical payment trends, and retroactive adjustments are recognized in future periods as final settlements are determined.

In the opinion of management, actual adjustments, if any, will not be materially different from the amounts recorded.

Net resident service revenues consist of the following at December 31, 2022 and 2021:

|                        | 2022                 |                      |                     |                     |                         | Total                |
|------------------------|----------------------|----------------------|---------------------|---------------------|-------------------------|----------------------|
|                        | Independent Living   | Healthcare           | Assisted Living     | Reminiscence        | Other Resident Services |                      |
| Private pay            | \$ 21,391,537        | \$ 1,449,190         | \$ 9,249,537        | \$ 1,740,399        | \$ 570,009              | \$ 34,400,672        |
| Medicare               | -                    | 7,542,169            | -                   | -                   | -                       | 7,542,169            |
| Medicaid               | -                    | 1,639,836            | -                   | -                   | 2,032                   | 1,641,868            |
| Other                  | -                    | 267,230              | -                   | -                   | -                       | 267,230              |
| Endowment amortization | -                    | -                    | -                   | -                   | 1,516,358               | 1,516,358            |
| Total                  | <u>\$ 21,391,537</u> | <u>\$ 10,898,425</u> | <u>\$ 9,249,537</u> | <u>\$ 1,740,399</u> | <u>\$ 2,088,399</u>     | <u>\$ 45,368,297</u> |

|                        | 2021                 |                      |                     |                     |                         | Total                |
|------------------------|----------------------|----------------------|---------------------|---------------------|-------------------------|----------------------|
|                        | Independent Living   | Healthcare           | Assisted Living     | Reminiscence        | Other Resident Services |                      |
| Private pay            | \$ 20,504,590        | \$ 1,507,995         | \$ 8,834,425        | \$ 1,812,364        | \$ 655,744              | \$ 33,315,118        |
| Medicare               | -                    | 7,179,791            | -                   | -                   | -                       | 7,179,791            |
| Medicaid               | -                    | 1,184,605            | -                   | -                   | 720                     | 1,185,325            |
| Other                  | -                    | 526,408              | -                   | -                   | 585                     | 526,993              |
| Endowment amortization | -                    | -                    | -                   | -                   | 1,494,748               | 1,494,748            |
| Total                  | <u>\$ 20,504,590</u> | <u>\$ 10,398,799</u> | <u>\$ 8,834,425</u> | <u>\$ 1,812,364</u> | <u>\$ 2,151,797</u>     | <u>\$ 43,701,975</u> |

### Future Service Obligation on Continuing Care Agreement

Nonrefundable portions of entrance fees are deferred and recognized as revenue using the straight-line method over the actuarially determined expected term of each resident's contract.

When the present value of estimated costs to be incurred under a continuing care agreement (Care Agreement) exceeds the present value of estimated revenues, the present value of such excess costs is accrued. The calculation is performed annually and assumes a future increase in the monthly revenue commensurate with the monthly costs. The calculation, which uses a 6% discount rate, results in a positive net present value of cash flow and, as such, no liability was recorded as of December 31, 2022 and 2021.

## Welltower CCRC OpCo LLC

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Notes to Financial Statements  
December 31, 2022 and 2021

### COVID-19 Grant Revenue

COVID-19 grant revenue consists of amounts received from federal funding sources related to the COVID-19 pandemic. The Communities account for this funding in accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958-605 guidance for conditional contributions and accordingly, revenues are measured and recognized when barriers are substantially met, which occurs when the Communities comply with the terms and conditions related to the purpose of the grant rather than those that are administrative in nature.

In March 2020, the Coronavirus Aid, Relief and Economic Security (CARES) Act was signed into law to combat the financial effects of COVID-19. The CARES Act created a Provider Relief Fund to provide financial support for hospitals and other healthcare providers. The Communities received \$768,206 in the year ended December 31, 2022 and \$880,585 in the year ended December 31, 2021, related to this funding. In accordance with the terms and conditions, the Communities could apply the funding against lost revenue and eligible expenses, which the Communities' methodology for calculating lost revenues was the difference between budgeted revenue compared to actual revenue in 2022 and 2021.

The Communities' COVID-19-related lost revenues and eligible expenses were sufficient to allow the Communities to keep and recognize the full amount of the Provider Relief Fund funding received in 2022 and 2021, which was included in COVID-19 grant revenue in the accompanying statements of operations and changes in members' equity for the years ended December 31, 2022 and 2021.

Noncompliance with the terms and conditions could result in repayment of some or all of the support, which can be subject to government review and interpretation. The Department of Health and Human Services (HHS) has indicated Relief Fund payments are subject to future reporting and audit requirements. These matters could cause reversal or claw-back of amounts previously recognized; however, an estimate of the possible effects cannot be made as of the date these financial statements were issued. In addition, it's unknown whether there will be further developments in the regulatory guidance.

### Income Taxes

No provision has been made for federal or state income taxes, since the liability for such taxes, if any, is that of the sole member of Welltower CCRC.

### Lease Accounting

Effective January 1, 2022, Welltower CCRC adopted the FASB Accounting Standards Update (ASU) No. 2016-02, *Leases (as amended) (Topic 842)*. Topic 842 was issued to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the statement of financial position and disclosing key information about leasing arrangements. Under the provisions of Topic 842, a lessee is required to recognize a right-of-use asset and lease liability, initially measured at the present value of the remaining lease payments, in balance sheet. In addition, lessees are required to provide qualitative and quantitative disclosures that enable users to understand more about the nature of Welltower CCRC's leasing activities. At the date of adoption, Welltower CCRC recorded operating lease right-of-use assets and lease liabilities of approximately \$36.9 million. This lease was subsequently terminated on November 1, 2022 and a new consolidated lease was entered into as of that date. The right-of-use assets and lease liabilities were adjusted accordingly and disclosed in Note 5. The minimum fixed lease payments over the first three years of the new lease is fixed then are considered variable after the third year and are excluded from the calculation of right-of-use assets and lease liabilities.

## Welltower CCRC OpCo LLC

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Notes to Financial Statements  
December 31, 2022 and 2021

The new standard provides for several optional practical expedients. Upon transition to Topic 842, Welltower CCRC elected:

- The package of practical expedients permitted under the transition guidance which does not require Welltower CCRC to reassess prior conclusions regarding whether contracts are or contain a lease, lease classification and initial direct lease costs.

The new standard also provides for several accounting policy elections, as follows:

- Welltower CCRC has elected the policy not to separate lease and nonlease components for all asset classes.

### 3. Continuing Care Agreements

Residents of the Communities are required to sign a Care Agreement with the Communities. The Care Agreement stipulates, among other things, the amount of all entrance fees and monthly fees, the type of residential unit being provided, and the Communities' obligation to provide both healthcare and non-healthcare services. In addition, the Care Agreement provides Welltower CCRC with the right to increase future monthly fees. The Care Agreement is terminated upon the receipt of written termination notice from the resident or the death of the resident.

The components of the entrance fees for the communities are as follows:

- Refundable Entrance Fees** - This component is refundable to the resident or the resident's estate upon termination or cancellation of the Care Agreement. For The Colonnades, the refundable entrance fees are also refundable upon conversion from an entrance fee plan to a straight monthly fee plan. The refundable entrance fees for The Colonnades are primarily noninterest bearing while the refundable entrance fees for Bedford Court bear interest. Depending on the type of plan, refundable entrance fees are equal to either 100%, 95%, 90% or 50% of the total entrance fee, less any additional occupant refundable entrance fees. Since these obligations are considered security deposits, interest is not imputed on these obligations in accordance with ASC 835, *Imputation of Interest*. There is an automatic rescission of the Care Agreement if the resident is precluded from moving in by illness, injury or death, in which case the refundable entrance fees would be refunded.
- Nonrefundable Entrance Fees** - This component is nonrefundable and equals the total entrance fee, less the refundable component and any additional occupant fee.
- Additional Occupant Fee** - This is a nonrefundable fee for each additional occupant in a residential unit.

Nonrefundable portions of entrance fees are deferred and recognized as revenue using the straight-line method over the actuarially determined expected term of each resident's contract.

## Welltower CCRC OpCo LLC

Notes to Financial Statements  
December 31, 2022 and 2021

### 4. Property and Equipment

A summary of property and equipment follows:

|                                   | <u>2022</u>          | <u>2021</u>          |
|-----------------------------------|----------------------|----------------------|
| Land improvements                 | \$ 607,282           | \$ 416,502           |
| Building improvements             | 10,346,557           | 8,213,890            |
| Furniture, fixtures and equipment | 12,730,328           | 10,594,991           |
| Construction in progress          | <u>2,107,363</u>     | <u>2,931,624</u>     |
| Total cost                        | 25,791,530           | 22,157,007           |
| Less accumulated depreciation     | <u>(6,425,798)</u>   | <u>(3,929,644)</u>   |
| Property and equipment, net       | <u>\$ 19,365,732</u> | <u>\$ 18,227,363</u> |

Depreciation expense was \$2,496,154 and \$1,460,850 for the years ended December 31, 2022 and 2021, respectively.

### 5. Lease Agreements

Welltower CCRC leases the real property comprising the Communities from Welltower PropCo, under 3-year lease agreements through 2025.

Right-of-use assets represent Welltower CCRC's right to use an underlying asset for the lease term, while lease liabilities represent the obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at the commencement date of a lease based on the net present value of lease payments over the lease term.

Upon adoption of the new lease standard, Welltower CCRC's estimated a lease end date based on the required length of usage of the property and calculated a right-of-use asset and lease liability with the resulting estimated lease term.

In determining the discount rate used to measure the right-of-use asset and lease liability, Welltower CCRC uses an incremental borrowing rate of 4.78%.

The following table summarizes the lease right-of-use asset and lease liability as of December 31, 2022:

|   |                      |
|---|----------------------|
| Right-of-use assets:                              |                      |
| Operating leases                                  | <u>\$ 25,682,360</u> |
| Lease liabilities:                                |                      |
| Current operating lease liabilities               | \$ 8,670,214         |
| Long-term operating lease liabilities             | <u>17,012,146</u>    |
| Total lease liabilities                           | <u>\$ 25,682,360</u> |
| Weighted average remaining lease term (in years): |                      |
| Operating lease                                   | 3                    |
| Weighted average discount rate:                   |                      |
| Operating lease                                   | 4.78 %               |

## Welltower CCRC OpCo LLC

Notes to Financial Statements  
December 31, 2022 and 2021

The table below summarizes Welltower CCRC's scheduled future minimum lease payments for years ending after December 31, 2022:

|                             |               |
|-----------------------------|---------------|
| Years ending December 31:   |               |
| 2023                        | \$ 9,672,350  |
| 2024                        | 9,672,350     |
| 2025                        | 8,060,293     |
| 2026                        | -             |
| 2027                        | -             |
| Thereafter                  | -             |
| Total lease payments        | \$27,404,993  |
| Less present value discount | (1,722,633)   |
| Total lease liabilities     | 25,682,360    |
| Less current portion        | (8,670,214)   |
| Long-term lease liabilities | \$ 17,012,146 |

### 6. Related-Party Transactions

#### SSLMI

Welltower CCRC entered into a management agreement with SSLMI, to manage the Communities. The agreement has a term of 15 years and expires in May 2033. Management fees are equal to 5% of the Communities' gross revenues less partial amounts related to COVID funding and bad debt. Total management fees incurred were \$2,288,022 and \$2,229,749 in 2022 and 2021, respectively. The management agreement also provides for reimbursement to SSLMI for all direct costs of operation.

Welltower CCRC obtains property, workers compensation, professional, general liability, and automobile coverage through Sunrise Senior Living Insurance, Inc., an affiliate of SSLMI. Welltower CCRC had a payable to SSLMI of \$856,451 and \$400,436 as of December 31, 2022 and 2021, respectively. The transactions are subject to the right of offset, wherein any receivables from the affiliate can be offset by any payables to the affiliate. The amounts are noninterest bearing and due on demand.

#### Welltower, Inc.

There was a net amount due to Welltower Inc. of \$10,847,605 and \$4,198,083 as of December 31, 2022 and 2021, respectively, related to daily sweep activity, capex spending and cash shortfalls for operating expenses. Interest is not charged and there are no fixed repayment terms on these advances. The amounts are settled monthly, or as funds become available.

### 7. Contingencies

#### Senior Living Services Industry

The senior living services industry is subject to numerous laws, regulations and administrative directives of federal, state and local governments and agencies. Compliance with these laws, regulations and administrative directives is subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time. Government activity has continued to increase with respect to investigations and allegations concerning possible violations by healthcare providers of fraud and abuse statutes and regulations, which could result in the imposition of significant fines and penalties as well as significant repayments for resident services previously billed. Management is not aware of any material incidents of noncompliance.

#### Medicaid Reimbursement

Nursing services provided to Medicaid program beneficiaries are paid at prospectively determined rates per day. The rates are determined using state-wide nursing facility cost information and Welltower CCRC's cost information from a prior year. The reimbursement methodology is subject to various limitations and adjustments.

### 8. Concentrations

Welltower CCRC grants credit without collateral to its residents, primarily related to providing residential and healthcare related services.

Welltower CCRC maintains cash accounts, which, at times, may exceed federally insured limits. Welltower CCRC has not experienced any losses from maintaining cash accounts in excess of federally insured limits. Management believes that it is not subject to any significant credit risk on its cash accounts.

### 9. Subsequent Events

Welltower CCRC has evaluated the impact of subsequent events through May 30, 2023, representing the date at which the financial statements were available to be issued.

## Welltower CCRC OpCo, LLC

Combining Balance Sheet

December 31, 2022

|  | Welltower<br>CCRC | Bedford<br>Court     | The<br>Colonnades    | Total                |
|--|-------------------|----------------------|----------------------|----------------------|
| <b>Assets</b>                                  |                   |                      |                      |                      |
| <b>Current Assets</b>                          |                   |                      |                      |                      |
| Cash and cash equivalents                      | \$ -              | \$ 10,083            | \$ -                 | \$ 10,083            |
| Accounts receivable, residents, net            | -                 | 1,192,102            | 1,690,970            | 2,883,072            |
| Prepaid expenses and other current assets      | -                 | 856,145              | 792,492              | 1,648,637            |
| Total current assets                           | -                 | 2,058,330            | 2,483,462            | 4,541,792            |
| <b>Restricted Cash</b>                         |                   |                      |                      |                      |
| Bedford Court working capital reserves         | -                 | 3,653,464            | -                    | 3,653,464            |
| Other restricted cash                          | -                 | 1,349                | -                    | 1,349                |
| <b>Property and Equipment, Net</b>             | -                 | 5,779,464            | 13,586,268           | 19,365,732           |
| <b>Right of Use Asset</b>                      | -                 | 8,594,879            | 17,087,481           | 25,682,360           |
| <b>Intangible Asset</b>                        | -                 | -                    | 927,169              | 927,169              |
| <b>Other Assets, Net</b>                       | -                 | 21,259               | 27,210               | 48,469               |
| Total assets                                   | <u>\$ -</u>       | <u>\$ 20,108,745</u> | <u>\$ 34,111,590</u> | <u>\$ 54,220,335</u> |
| <b>Liabilities and Members' Equity</b>         |                   |                      |                      |                      |
| <b>Current Liabilities</b>                     |                   |                      |                      |                      |
| Accounts payable and accrued expenses          | \$ 174,998        | \$ 863,522           | \$ 725,774           | \$ 1,764,294         |
| Due to (from) management company               | (16,676,770)      | 408,435              | 17,124,786           | 856,451              |
| Due to (from) affiliate                        | 17,450,600        | (742,944)            | (5,860,051)          | 10,847,605           |
| Deferred revenue                               | -                 | 53,086               | 25,346               | 78,432               |
| Operating lease obligations                    | -                 | 2,901,581            | 5,768,633            | 8,670,214            |
| Security and reservation deposits              | -                 | 26,460               | 168,790              | 195,250              |
| Refundable entrance fees and deposits, current | -                 | 881,731              | -                    | 881,731              |
| Total current liabilities                      | 948,828           | 4,391,871            | 17,953,278           | 23,293,977           |
| Refundable entrance fees and deposits          | -                 | 2,143,719            | 1,144,739            | 3,288,458            |
| Deferred revenue from advances fees            | -                 | -                    | 7,578,067            | 7,578,067            |
| Deferred revenue, below market lease           | -                 | -                    | 927,169              | 927,169              |
| Operating lease obligations                    | -                 | 5,693,298            | 11,318,848           | 17,012,146           |
| Total liabilities                              | 948,828           | 12,228,888           | 38,922,101           | 52,099,817           |
| <b>Members' (Deficit) Equity</b>               | (948,828)         | 7,879,857            | (4,810,511)          | 2,120,518            |
| Total liabilities and members' equity          | <u>\$ -</u>       | <u>\$ 20,108,745</u> | <u>\$ 34,111,590</u> | <u>\$ 54,220,335</u> |

## Welltower CCRC OpCo, LLC

Combining Balance Sheet

December 31, 2021

|   | <u>Welltower<br/>CCRC</u> | <u>Bedford<br/>Court</u> | <u>The<br/>Colonnades</u> | <u>Total</u>         |
|---|---------------------------|--------------------------|---------------------------|----------------------|
| <b>Assets</b>                                     |                           |                          |                           |                      |
| <b>Current Assets</b>                             |                           |                          |                           |                      |
| Accounts receivable, residents, net               | \$ -                      | \$ 870,679               | \$ 647,024                | \$ 1,517,703         |
| Prepaid expenses and other<br>current assets      | -                         | 614,032                  | 277,608                   | 891,640              |
| Total current assets                              | -                         | 1,484,711                | 924,632                   | 2,409,343            |
| <b>Restricted Cash</b>                            |                           |                          |                           |                      |
| Bedford Court working capital reserves            | -                         | 3,651,385                | -                         | 3,651,385            |
| Other restricted cash                             | -                         | 2,301                    | 123,960                   | 126,261              |
| <b>Property and Equipment, Net</b>                | -                         | 6,075,830                | 12,151,533                | 18,227,363           |
| <b>Intangible Asset</b>                           | -                         | -                        | 3,152,373                 | 3,152,373            |
| <b>Other Assets, Net</b>                          | -                         | 6,880                    | -                         | 6,880                |
| Total assets                                      | <u>\$ -</u>               | <u>\$ 11,221,107</u>     | <u>\$ 16,352,498</u>      | <u>\$ 27,573,605</u> |
| <b>Liabilities and Members' Equity</b>            |                           |                          |                           |                      |
| <b>Current Liabilities</b>                        |                           |                          |                           |                      |
| Accounts payable and accrued expenses             | \$ 279,617                | \$ 728,720               | \$ 759,279                | \$ 1,767,616         |
| Due to (from) management company                  | (9,489,601)               | (1,073,140)              | 10,963,177                | 400,436              |
| Due to (from) affiliate                           | 10,158,812                | (299,507)                | (5,661,222)               | 4,198,083            |
| Deferred revenue                                  | -                         | 43,863                   | 51,911                    | 95,774               |
| Security and reservation deposits                 | -                         | 32,460                   | 182,650                   | 215,110              |
| Refundable entrance fees and<br>deposits, current | -                         | 869,231                  | 152,684                   | 1,021,915            |
| Total current liabilities                         | 948,828                   | 301,627                  | 6,448,479                 | 7,698,934            |
| Refundable entrance fees and deposits             | -                         | 2,226,969                | 992,055                   | 3,219,024            |
| Deferred revenue from advances fees               | -                         | -                        | 6,543,340                 | 6,543,340            |
| Deferred revenue, below market lease              | -                         | -                        | 3,152,373                 | 3,152,373            |
| Other long-term liabilities                       | -                         | -                        | 5,325                     | 5,325                |
| Total liabilities                                 | 948,828                   | 2,528,596                | 17,141,572                | 20,618,996           |
| <b>Members' (Deficit) Equity</b>                  | <u>(948,828)</u>          | <u>8,692,511</u>         | <u>(789,074)</u>          | <u>6,954,609</u>     |
| Total liabilities and members' equity             | <u>\$ -</u>               | <u>\$ 11,221,107</u>     | <u>\$ 16,352,498</u>      | <u>\$ 27,573,605</u> |



**Welltower CCRC OpCo, LLC**Combining Statement of Operations and Changes in Members' Equity  
Year Ended December 31, 2022

|   | <u>Welltower<br/>CCRC</u> | <u>Bedford<br/>Court</u> | <u>The<br/>Colonnades</u> | <u>Total</u>        |
|---|---------------------------|--------------------------|---------------------------|---------------------|
| <b>Revenue</b>                              |                           |                          |                           |                     |
| Resident fees                               | \$ -                      | \$ 14,995,315            | \$ 17,958,199             | \$ 32,953,514       |
| Healthcare revenue                          | -                         | 6,709,104                | 4,189,321                 | 10,898,425          |
| Amortization of entrance fees               | -                         | -                        | 1,516,358                 | 1,516,358           |
| COVID-19 grant revenue                      | -                         | 565,893                  | 202,313                   | 768,206             |
| Interest income                             | -                         | 9,934                    | -                         | 9,934               |
|   | <u>-</u>                  | <u>22,280,246</u>        | <u>23,866,191</u>         | <u>46,146,437</u>   |
| Total revenue                               | -                         | 22,280,246               | 23,866,191                | 46,146,437          |
| <b>Expenses</b>                             |                           |                          |                           |                     |
| Salaries, benefits and payroll taxes        | -                         | 9,484,288                | 8,442,807                 | 17,927,095          |
| Lease expense                               | -                         | 4,243,056                | 9,978,702                 | 14,221,758          |
| Ancillary                                   | -                         | 1,346,520                | 1,288,800                 | 2,635,320           |
| Management fees                             | -                         | 1,101,444                | 1,186,578                 | 2,288,022           |
| Repairs and maintenance                     | -                         | 658,448                  | 721,339                   | 1,379,787           |
| General and administrative                  | -                         | 929,869                  | 849,666                   | 1,779,535           |
| Food  | -                         | 805,189                  | 768,950                   | 1,574,139           |
| Depreciation                                | -                         | 839,847                  | 1,656,307                 | 2,496,154           |
| Utilities                                   | -                         | 813,600                  | 626,387                   | 1,439,987           |
| Real estate taxes                           | -                         | 768,919                  | 451,643                   | 1,220,562           |
| Insurance                                   | -                         | 688,908                  | 434,282                   | 1,123,190           |
| Professional fees and contracted services   | -                         | 956,634                  | 1,167,371                 | 2,124,005           |
| COVID-19 expense                            | -                         | 327,907                  | 80,571                    | 408,478             |
| Other nonoperating expenses                 | -                         | 166,475                  | 200,121                   | 366,596             |
| Interest                                    | -                         | 3,300                    | 630                       | 3,930               |
| Recovery of bad debts                       | -                         | (41,504)                 | 33,474                    | (8,030)             |
|   | <u>-</u>                  | <u>23,092,900</u>        | <u>27,887,628</u>         | <u>50,980,528</u>   |
| Total expenses                              | -                         | 23,092,900               | 27,887,628                | 50,980,528          |
| Net deficit                                 | -                         | (812,654)                | (4,021,437)               | (4,834,091)         |
| <b>Members' (Deficit) Equity, Beginning</b> | <u>(948,828)</u>          | <u>8,692,511</u>         | <u>(789,074)</u>          | <u>6,954,609</u>    |
| <b>Members' (Deficit) Equity, Ending</b>    | <u>\$ (948,828)</u>       | <u>\$ 7,879,857</u>      | <u>\$ (4,810,511)</u>     | <u>\$ 2,120,518</u> |

**Welltower CCRC OpCo, LLC**Combining Statement of Operations and Changes in Members' Equity  
Year Ended December 31, 2021

|   | <u>Welltower<br/>CCRC</u> | <u>Bedford<br/>Court</u> | <u>The<br/>Colonnades</u> | <u>Total</u>        |
|---|---------------------------|--------------------------|---------------------------|---------------------|
| <b>Revenue</b>                              |                           |                          |                           |                     |
| Resident fees                               | \$ -                      | \$ 14,440,277            | \$ 17,368,151             | \$ 31,808,428       |
| Healthcare revenue                          | -                         | 6,312,577                | 4,086,222                 | 10,398,799          |
| Amortization of entrance fees               | -                         | -                        | 1,494,748                 | 1,494,748           |
| COVID-19 grant revenue                      | -                         | 538,229                  | 342,356                   | 880,585             |
| Interest income                             | -                         | 6,391                    | -                         | 6,391               |
|   | <u>-</u>                  | <u>21,297,474</u>        | <u>23,291,477</u>         | <u>44,588,951</u>   |
| <b>Expenses</b>                             |                           |                          |                           |                     |
| Salaries, benefits and payroll taxes        | -                         | 9,061,073                | 8,192,738                 | 17,253,811          |
| Lease expense                               | -                         | 2,359,883                | 6,272,335                 | 8,632,218           |
| Ancillary                                   | -                         | 1,379,779                | 1,214,404                 | 2,594,183           |
| Management fees                             | -                         | 1,065,007                | 1,164,742                 | 2,229,749           |
| Repairs and maintenance                     | -                         | 757,100                  | 884,903                   | 1,642,003           |
| General and administrative                  | -                         | 832,703                  | 782,805                   | 1,615,508           |
| Food  | -                         | 772,542                  | 728,617                   | 1,501,159           |
| Depreciation                                | -                         | 726,894                  | 733,956                   | 1,460,850           |
| Utilities                                   | -                         | 698,266                  | 577,978                   | 1,276,244           |
| Real estate taxes                           | -                         | 733,596                  | 456,101                   | 1,189,697           |
| Insurance                                   | -                         | 706,516                  | 433,802                   | 1,140,318           |
| Professional fees and contracted services   | -                         | 210,193                  | 665,040                   | 875,233             |
| COVID-19 expense                            | -                         | 642,425                  | 184,614                   | 827,039             |
| Other nonoperating expenses                 | -                         | 290,109                  | 139,931                   | 430,040             |
| Interest                                    | -                         | 11,720                   | 1,887                     | 13,607              |
| Recovery of bad debts                       | -                         | (8,995)                  | (3,359)                   | (12,354)            |
|   | <u>-</u>                  | <u>20,238,811</u>        | <u>22,430,494</u>         | <u>42,669,305</u>   |
| Total expenses                              | -                         | 20,238,811               | 22,430,494                | 42,669,305          |
| Net income                                  | -                         | 1,058,663                | 860,983                   | 1,919,646           |
| <b>Members' (Deficit) Equity, Beginning</b> | <u>(948,828)</u>          | <u>7,633,848</u>         | <u>(1,650,057)</u>        | <u>5,034,963</u>    |
| <b>Members' (Deficit) Equity, Ending</b>    | <u>\$ (948,828)</u>       | <u>\$ 8,692,511</u>      | <u>\$ (789,074)</u>       | <u>\$ 6,954,609</u> |

**Welltower CCRC OpCo, LLC**

Combining Statement of Cash Flows  
Year Ended December 31, 2022

|  | <u>Welltower<br/>CCRC</u> | <u>Bedford<br/>Court</u> | <u>The<br/>Colonnades</u> | <u>Total</u>        |
|--|---------------------------|--------------------------|---------------------------|---------------------|
| <b>Cash Flows From Operating Activities</b>  |                           |                          |                           |                     |
| Net deficit  | \$ -                      | \$ (812,654)             | \$ (4,021,437)            | \$ (4,834,091)      |
| Adjustments to reconcile net deficit to net cash provided by operating activities: |                           |                          |                           |                     |
| Depreciation   | -                         | 839,847                  | 1,656,307                 | 2,496,154           |
| Amortization of entrance fees  | -                         | -                        | (1,516,358)               | (1,516,358)         |
| Proceeds under nonrefundable entrance fee plans                                    | -                         | -                        | 2,551,085                 | 2,551,085           |
| Other changes in prepaid rent  | -                         | (201,220)                | (556,920)                 | (758,140)           |
| Recovery of bad debts  | -                         | (41,504)                 | 33,474                    | (8,030)             |
| Changes in operating assets and liabilities:                                       |                           |                          |                           |                     |
| Accounts receivable, residents, net  | -                         | (279,919)                | (1,077,420)               | (1,357,339)         |
| Due to (from) affiliates   | 7,291,788                 | (443,437)                | (198,829)                 | 6,649,522           |
| Due to (from) management company, net  | (7,187,169)               | 1,481,575                | 6,161,609                 | 456,015             |
| Prepaid expenses and other current assets  | -                         | (40,893)                 | 42,036                    | 1,143               |
| Other assets, net  | -                         | (14,379)                 | (27,210)                  | (41,589)            |
| Other long-term liabilities  | -                         | -                        | (5,325)                   | (5,325)             |
| Accounts payable and accrued expenses  | (104,619)                 | 134,802                  | (33,505)                  | (3,322)             |
| Deferred revenue   | -                         | 9,223                    | (26,565)                  | (17,342)            |
| Security and reservation deposits  | -                         | (6,000)                  | (13,860)                  | (19,860)            |
| Net cash provided by operating activities  | <u>-</u>                  | <u>625,441</u>           | <u>2,967,082</u>          | <u>3,592,523</u>    |
| <b>Cash Flows From Investing Activities</b>  |                           |                          |                           |                     |
| Purchases of property and equipment  | -                         | (543,481)                | (3,091,042)               | (3,634,523)         |
| Net cash used in investing activities  | <u>-</u>                  | <u>(543,481)</u>         | <u>(3,091,042)</u>        | <u>(3,634,523)</u>  |
| <b>Cash Flows From Financing Activities</b>  |                           |                          |                           |                     |
| Proceeds from refundable entrance fees   | -                         | 831,600                  | -                         | 831,600             |
| Refunds of deposits and refundable fees  | -                         | (902,350)                | -                         | (902,350)           |
| Net cash used in financing activities  | <u>-</u>                  | <u>(70,750)</u>          | <u>-</u>                  | <u>(70,750)</u>     |
| Net (decrease) increase in cash and restricted cash                                | -                         | 11,210                   | (123,960)                 | (112,750)           |
| <b>Cash and Restricted Cash, Beginning</b>   | <u>-</u>                  | <u>3,653,686</u>         | <u>123,960</u>            | <u>3,777,646</u>    |
| <b>Cash and Restricted Cash, Ending</b>  | <u>\$ -</u>               | <u>\$ 3,664,896</u>      | <u>\$ -</u>               | <u>\$ 3,664,896</u> |
| <b>Reconciliation of Cash and Restricted Cash</b>                                  |                           |                          |                           |                     |
| Cash   | \$ -                      | \$ 10,083                | \$ -                      | \$ 10,083           |
| Restricted cash:   |                           |                          |                           |                     |
| Bedford Court working capital reserves   | -                         | 3,653,464                | -                         | 3,653,464           |
| Other restricted cash  | -                         | 1,349                    | -                         | 1,349               |
| Total cash and restricted cash   | <u>\$ -</u>               | <u>\$ 3,664,896</u>      | <u>\$ -</u>               | <u>\$ 3,664,896</u> |

**Welltower CCRC OpCo, LLC**Combining Statement of Cash Flows  
Year Ended December 31, 2021

|   | <u>Welltower<br/>CCRC</u> | <u>Bedford<br/>Court</u> | <u>The<br/>Colonnades</u> | <u>Total</u>        |
|---|---------------------------|--------------------------|---------------------------|---------------------|
| <b>Cash Flows From Operating Activities</b>                                       |                           |                          |                           |                     |
| Net income  | \$ -                      | \$ 1,058,663             | \$ 860,983                | \$ 1,919,646        |
| Adjustments to reconcile net income to net cash provided by operating activities: |                           |                          |                           |                     |
| Depreciation  | -                         | 726,894                  | 733,956                   | 1,460,850           |
| Amortization of entrance fees   | -                         | -                        | (1,494,748)               | (1,494,748)         |
| Proceeds under nonrefundable entrance fee plans                                   | -                         | -                        | 2,825,500                 | 2,825,500           |
| Other changes in prepaid rent   | -                         | 128,237                  | 98,233                    | 226,470             |
| Recovery of bad debts   | -                         | (8,995)                  | (3,359)                   | (12,354)            |
| Changes in operating assets and liabilities:                                      |                           |                          |                           |                     |
| Accounts receivable, residents, net   | -                         | 17,041                   | 146,336                   | 163,377             |
| Due to (from) affiliates  | 3,270,868                 | (848,950)                | (1,689,331)               | 732,587             |
| Due to (from) management company, net   | (3,408,778)               | 646,230                  | 2,654,566                 | (107,982)           |
| Prepaid expenses and other current assets   | -                         | 11,157                   | 20,719                    | 31,876              |
| Other long-term liabilities   | -                         | (10,218)                 | (16,097)                  | (26,315)            |
| Accounts payable and accrued expenses   | 137,910                   | (182,617)                | 179,547                   | 134,840             |
| Deferred revenue  | -                         | (15,332)                 | 26,086                    | 10,754              |
| Security and reservation deposits   | -                         | 3,000                    | (5,613)                   | (2,613)             |
| Net cash provided by operating activities   | <u>-</u>                  | <u>1,525,110</u>         | <u>4,336,778</u>          | <u>5,861,888</u>    |
| <b>Cash Flows From Investing Activities</b>                                       |                           |                          |                           |                     |
| Purchases of property and equipment   | <u>-</u>                  | <u>(1,492,094)</u>       | <u>(4,003,096)</u>        | <u>(5,495,190)</u>  |
| Net cash used in investing activities   | <u>-</u>                  | <u>(1,492,094)</u>       | <u>(4,003,096)</u>        | <u>(5,495,190)</u>  |
| <b>Cash Flows From Financing Activities</b>                                       |                           |                          |                           |                     |
| Proceeds from refundable entrance fees  | -                         | 845,100                  | -                         | 845,100             |
| Refunds of deposits and refundable fees   | <u>-</u>                  | <u>(878,650)</u>         | <u>(334,085)</u>          | <u>(1,212,735)</u>  |
| Net cash used in financing activities   | <u>-</u>                  | <u>(33,550)</u>          | <u>(334,085)</u>          | <u>(367,635)</u>    |
| Net decrease in cash and restricted cash  | -                         | (534)                    | (403)                     | (937)               |
| <b>Cash and Restricted Cash, Beginning</b>  | <u>-</u>                  | <u>3,654,220</u>         | <u>124,363</u>            | <u>3,778,583</u>    |
| <b>Cash and Restricted Cash, Ending</b>   | <u>\$ -</u>               | <u>\$ 3,653,686</u>      | <u>\$ 123,960</u>         | <u>\$ 3,777,646</u> |
| <b>Reconciliation of Cash and Restricted Cash</b>                                 |                           |                          |                           |                     |
| Restricted cash:  |                           |                          |                           |                     |
| Bedford Court working capital reserves  | \$ -                      | \$ 3,651,385             | \$ -                      | \$ 3,651,385        |
| Other restricted cash   | -                         | 2,301                    | 123,960                   | 126,261             |
| Total cash and restricted cash  | <u>\$ -</u>               | <u>\$ 3,653,686</u>      | <u>\$ 123,960</u>         | <u>\$ 3,777,646</u> |

**EXHIBIT D**

**WELLTOWER INC.'S ANNUAL REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (FORM 10-K) FOR THE  
FISCAL YEAR ENDED DECEMBER 31, 2022**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number 1-8923

  
**WELLTOWER INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

34-1096634

(I.R.S. Employer  
Identification No.)

4500 Dorr Street, Toledo, Ohio

(Address of principal executive offices)

43615

(Zip Code)

(419) 247-2800

(Registrant's telephone number, including area code)

### Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class   | Trading Symbol(s) | Name of Each Exchange on Which Registered |
|---|-------------------|---|
| Common Stock, \$1.00 par value                                | WELL              | New York Stock Exchange                   |
| Guarantee of 4.800% Notes due 2028 issued by Welltower OP LLC | WELL/28           | New York Stock Exchange                   |
| Guarantee of 4.500% Notes due 2034 issued by Welltower OP LLC | WELL/34           | New York Stock Exchange                   |

### Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark whether the registrant has filed a report on and attestation of the effectiveness of its internal control over financial reporting under Section 404(b) of Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by registered public accounting firm that prepared or issued its audit report

The aggregate market value of the shares of voting common stock held by non-affiliates of the registrant, computed by reference to the closing sales price of such shares on the New York Stock Exchange as of the last business day of the registrant's most recently completed second fiscal quarter was \$38,131,759,000. As of February 16, 2023, the registrant had 490,643,990 shares of common stock outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the annual stockholders' meeting to be held May 24, 2023, are incorporated by reference into Part III.

**WELLTOWER INC. AND SUBSIDIARIES**  
**2022 FORM 10-K ANNUAL REPORT**  
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## **PART I**

### **Item 1. Business**

#### **General**

Welltower Inc. (NYSE:WELL), an S&P 500 company headquartered in Toledo, Ohio, is driving the transformation of health care infrastructure. The company invests with leading seniors housing operators, post-acute providers and health systems to fund the real estate and infrastructure needed to scale innovative care delivery models and improve people's wellness and overall health care experience. Welltower™, a real estate investment trust ("REIT"), owns interests in properties concentrated in major, high-growth markets in the United States ("U.S."), Canada and the United Kingdom ("U.K."), consisting of seniors housing, post-acute communities and outpatient medical properties. More information is available on the Internet at [www.welltower.com](http://www.welltower.com). The information on our website is not incorporated by reference in this Annual Report on Form 10-K, and our web address is included as an inactive textual reference only.

Our primary objectives are to protect stockholder capital and enhance stockholder value. We seek to pay consistent cash dividends to stockholders and create opportunities to increase dividend payments to stockholders as a result of annual increases in net operating income and portfolio growth. To meet these objectives, we invest across the full spectrum of seniors housing and health care real estate and diversify our investment portfolio by property type, relationship and geographic location.

On March 7, 2022, we announced our intent to complete an UPREIT reorganization. In February 2022, the company formerly known as Welltower Inc. ("Old Welltower") formed WELL Merger Holdco Inc. ("New Welltower") as a wholly owned subsidiary, and New Welltower formed WELL Merger Holdco Sub Inc. ("Merger Sub") as a wholly owned subsidiary. On April 1, 2022, Merger Sub merged with and into Old Welltower, with Old Welltower continuing as the surviving corporation and a wholly owned subsidiary of New Welltower (the "Merger"). In connection with the Merger, Old Welltower's name was changed to "Welltower OP Inc.", and New Welltower inherited the name "Welltower Inc." Effective May 24, 2022, Welltower OP Inc. ("Welltower OP") converted from a Delaware corporation into a Delaware limited liability company named Welltower OP LLC (the "LLC Conversion"). Following the LLC Conversion, New Welltower's business continues to be conducted through Welltower OP and New Welltower does not have substantial assets or liabilities, other than through its investment in Welltower OP.

Welltower Inc. is the initial member and majority owner of Welltower OP, with an approximate ownership interest of 99.751% as of December 31, 2022. Welltower Inc. issues equity from time to time, the net proceeds of which it is obligated to contribute as additional capital to Welltower OP. All debt including credit facilities, senior notes and secured debt is incurred by Welltower OP, and Welltower Inc. has fully and unconditionally guaranteed all existing and future senior unsecured notes.

Unless stated otherwise or the context otherwise requires, references to "Welltower" mean Welltower Inc. and references to "Welltower OP" mean Welltower OP LLC. References to "we," "us," "our" or the "company" mean collectively Welltower, Welltower OP and those entities/subsidiaries owned or controlled by Welltower and/or Welltower OP.

#### **Portfolio of Properties**

Please see "Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operation – Executive Summary – Company Overview" for a table that summarizes our portfolio as of December 31, 2022.

#### **Property Types**

We invest in seniors housing and health care real estate and evaluate our business through three reportable segments: Seniors Housing Operating, Triple-net and Outpatient Medical. For additional information regarding our segments, please see Note 18 to our consolidated financial statements. The accounting policies of the segments are the same as those described in the summary of significant accounting policies in Note 2 to our consolidated financial statements. The following is a summary of our various property types.

##### ***Seniors Housing Operating***

Our Seniors Housing Operating properties include seniors apartments, independent living and independent supportive living, continuing care retirement communities, assisted living, Alzheimer's/dementia care and include care homes with or without nursing (U.K.), which assist with activities of daily living that preserve a person's mobility and social systems to promote cognitive engagement. Our properties include stand-alone properties that provide one level of service, combination properties that provide multiple levels of service and communities or campuses that provide a wide range of services. Properties are primarily held in joint venture entities with operating partners. We utilize the structure authorized by the REIT Investment Diversification and Empowerment Act of 2007, which is commonly referred to as a "RIDEA" structure (the provisions of the Internal Revenue Code authorizing the RIDEA structure were enacted as part of the Housing and Economic Recovery Act of 2008).

*Seniors Apartments* Seniors apartments generally refer to age-restricted multi-unit housing with self-contained living units for older adults, usually aged 55+ who are able to care for themselves. Seniors apartments generally do not offer other additional services such as meals.



*Independent Living and Independent Supportive Living (Canada)* Independent living and independent supportive living generally refers to age-restricted, multifamily properties with central dining that provide residents access to meals and other services such as housekeeping, linen service, transportation and social and recreational activities.

*Continuing Care Retirement Communities* Continuing care retirement communities typically include a combination of detached homes and properties offering independent living, assisted living and/or long-term/post-acute care services on one campus. These communities appeal to residents because there is no need to relocate when health and medical needs change. Resident payment plans vary, but can include entrance fees, condominium fees and rental fees. Many of these communities also charge monthly maintenance fees in exchange for a living unit, meals and some health services.

*Assisted Living* Assisted living refers to state-regulated rental properties that provide independent living services, but also provide supportive care from trained employees to residents who require assistance with activities of daily living, including, but not limited to, management of medications, bathing, dressing, toileting, ambulating and eating.

*Alzheimer's/Dementia Care* Alzheimer's/Dementia Care refers to state-regulated rental properties that generally provide assisted living and independent living services, but also provide supportive care to residents with memory loss, Alzheimer's disease and/or other types of dementia. Amenities vary, but may include enhanced security, specialized design features and memory-enhancing therapies that promote relaxation and help slow cognitive decline.

*Care Homes with or without Nursing (U.K.)* Care homes without nursing, regulated by the Care Quality Commission ("CQC"), are rental properties that provide essentially the same services as U.S. assisted living. Care homes with nursing, also regulated by the CQC, are licensed daily rate or rental properties where most individuals require 24-hour nursing and/or medical care. Generally, these properties are licensed for various national and local reimbursement programs. Unlike the U.S., care homes with nursing in the U.K. generally do not provide post-acute care.

Our Seniors Housing Operating segment accounted for 72%, 68% and 67% of total revenues for the years ended December 31, 2022, 2021 and 2020, respectively. As of December 31, 2022, we had relationships with 43 operators to manage our Seniors Housing Operating properties. In each instance, our partner provides management services to the properties pursuant to an incentive-based management contract. We rely on our partners to effectively and efficiently manage these properties. For the year ended December 31, 2022, our relationship with Sunrise Senior Living accounted for approximately 20% of our Seniors Housing Operating segment revenues and 14% of our total revenues. Additionally Revera accounted for approximately 8% of our Seniors Housing Operating segment revenues and 6% of our total revenues. Revera owns a controlling interest in Sunrise Senior Living.

### ***Triple-net***

Our Triple-net properties offer services including independent living and independent supportive living (Canada), assisted living, continuing care retirement communities, Alzheimer's/dementia care and care homes with or without nursing (U.K.) described above, as well as long-term/post-acute care. Our properties include stand-alone properties that provide one level of service, combination facilities that provide multiple levels of service, and communities or campuses that provide a wide range of services. We invest primarily through acquisitions, development and joint venture partnerships. Our properties are primarily leased to operators under long-term, triple-net master leases that obligate the tenant to pay all operating costs, utilities, real estate taxes, insurance, building repairs, maintenance costs and all obligations under certain ground leases. We are not involved in property management.

*Long-Term/Post-Acute Care Facilities* Post-acute care is at the leading edge of reducing health care costs while improving quality. These high-impact centers help patients recover from illness or surgery with the goals of getting the patient home and healed faster and reducing hospital readmission rates. Our long-term/post-acute care properties generally offer skilled nursing/post-acute care, inpatient rehabilitation and long-term acute care services. Skilled nursing/post-acute care refers to licensed daily rate or rental properties where most individuals require 24-hour nursing and/or medical care. Generally, these properties are licensed for Medicaid and/or Medicare reimbursement in the U.S. or provincial reimbursement in Canada. All properties offer some level of rehabilitation services. Some properties focus on higher acuity patients and offer rehabilitation units specializing in cardiac, orthopedic, dialysis, neurological or pulmonary rehabilitation. Inpatient rehabilitation properties provide intensive inpatient services after illness, injury or surgery to patients able to tolerate and benefit from three hours of rehabilitation per day. Long-term acute care properties provide inpatient services for patients with complex medical conditions that require more intensive care, monitoring or emergency support than is available in most skilled nursing/post-acute care properties.

Our Triple-net segment accounted for 16%, 19% and 17% of total revenues for the years ended December 31, 2022, 2021 and 2020, respectively. For the year ended December 31, 2022, our revenues related to our relationship with ProMedica Health System ("ProMedica") accounted for approximately 26% of our Triple-net segment revenues and 4% of total revenues. In December 2022, ProMedica relinquished to Welltower its 15% interest in 147 skilled nursing facilities previously owned by the Welltower/ProMedica joint venture in exchange for a lease modification, which relieved ProMedica from its lease obligation on the 147 skilled nursing properties and amended the lease on the remaining 58 assisted living and memory care properties that

continue to be held by the Welltower/ProMedica joint venture. The 58 assisted living and memory care assets continue to be operated by ProMedica and backed by the existing guaranty. Concurrently, Welltower and Integra Healthcare Properties ("Integra") entered into master leases for the skilled nursing portfolio. Approximately 15 regional operators will enter into subleases with Integra to operate the properties. Also in December 2022 and January 2023, we sold to Integra a 15% ownership interest in 85 of those skilled nursing facilities and Integra is expected to buy into the remaining 62 assets throughout 2023.

For the year ended December 31, 2022, our revenues related to our relationship with Genesis Healthcare ("Genesis") accounted for approximately 2% of our Triple-net segment revenues and less than 1% of our total revenues. During 2020, Genesis indicated substantial doubt as to their ability to continue as a going concern. As a result, effective July 1, 2020, we recognized reserves for all existing straight-line rent receivable balances of \$91,025,000 as a reduction to rental income and now recognize rental income from Genesis on a cash basis. Additionally, in March 2021, we entered into definitive agreements to substantially exit our operating relationship with Genesis. As of December 31, 2022, our relationship with Genesis was comprised of one property owned 100% by us and leased to Genesis, a loan balance net of allowance for credit losses of \$168,949,000, approximately 9.5 million shares of GEN Series A common stock and a 25% ownership stake in an unconsolidated joint venture that includes two master leases for 28 properties operated by Genesis.

### ***Outpatient Medical***

*Outpatient Medical Buildings* Demand for outpatient medical services is growing as more procedures are performed safely and efficiently outside the hospital setting. State-of-the-art outpatient centers are needed in accessible, consumer-friendly locations. Our portfolio of outpatient medical buildings is an integral part of creating health care provider connectivity in local markets and generally include physician offices, ambulatory surgery centers, diagnostic facilities, outpatient services and/or labs. Approximately 87% of our outpatient medical building portfolio is affiliated with health systems (buildings directly on or adjacent to hospital campuses or with tenants that are satellite locations for the health system and its physicians). We typically lease our outpatient medical buildings to multiple tenants and provide varying levels of property management. Our Outpatient Medical segment accounted for 12%, 13% and 16% of total revenues for each of the years ended December 31, 2022, 2021 and 2020, respectively. No single tenant exceeds 20% of segment revenues.

### **Investments**

Providing high-quality and affordable health care to an aging global population requires vast investments and infrastructure development. We invest in seniors housing and health care real estate primarily through acquisitions, developments and joint venture partnerships. For additional information regarding acquisition and development activity, please see Note 3 to our consolidated financial statements. Our portfolio creates opportunities to connect partners across the continuum of care and drive efficiency. We seek to diversify our investment portfolio by property type, relationship and geographic location. In determining whether to invest in a property, we focus on the following: (1) the experience of the obligor's/partner's management team; (2) the historical and projected financial and operational performance of the property; (3) the credit of the obligor/partner; (4) the security for any lease or loan; (5) the real estate attributes of the building and its location; (6) the capital committed to the property by the obligor/partner; and (7) the operating fundamentals of the applicable industry.

We monitor our investments through a variety of methods determined by the type of property. Our asset management process for seniors housing properties generally includes review of monthly financial statements and other operating data for each property, review of obligor/partner creditworthiness, property inspections, and review of covenant compliance relating to licensure, real estate taxes, letters of credit and other collateral. Our internal property management division manages and monitors the outpatient medical portfolio with a comprehensive process including review of, among other things, tenant relations, lease expirations, the mix of health service providers, hospital/health system relationships, property performance, capital improvement needs, and market conditions.

### ***Investment Types***

*Real Property* Our properties are primarily comprised of land, buildings, improvements and related rights. Our triple-net properties are generally leased to operators under long-term operating leases. The leases generally have a fixed contractual term of 12 to 15 years and contain one or more five to 15-year renewal options. Certain of our leases also contain purchase options, a portion of which could result in the disposition of properties for less than full market value if the options were to be exercised. Most of our rents are received under triple-net leases requiring the operator to pay rent and all additional charges incurred in the operation of the leased property. The tenants are required to repair, rebuild and maintain the leased properties. Substantially all these operating leases are designed with escalating rent structures. Leases with fixed annual rental escalators are generally recognized on a straight-line basis over the initial lease period, subject to a collectability assessment. Rental income related to leases with contingent rental escalators is generally recorded based on the contractual cash rental payments due for the period.

At December 31, 2022, approximately 96% of our triple-net properties were subject to master leases. A master lease is a lease of multiple properties to one tenant entity under a single lease agreement. From time to time, we may acquire additional properties that are then leased to the tenant under the master lease. The tenant is required to make one monthly payment that represents rent on all the properties that are subject to the master lease. Typically, the master lease tenant can exercise its right to purchase the properties or to renew the master lease only with respect to all leased properties at the same time. We believe this bundling feature benefits us because the tenant cannot limit the purchase or renewal to better performing properties and terminate the leasing arrangement with respect to poorer performing properties. This spreads our risk among the entire group of properties within the master lease. The bundling feature should provide a similar advantage to us if the master lease tenant is in bankruptcy. Subject to certain restrictions, a debtor in bankruptcy has the right to assume or reject its unexpired leases and executory contracts. In the context of integrated master leases such as ours, our tenants in bankruptcy would be required to assume or reject the master lease as a whole, rather than deciding on a property by property basis.

Our Outpatient Medical portfolio is primarily self-managed and consists mainly of multi-tenant properties leased to health care providers. Our leases typically include increasers and some form of operating expense reimbursement by the tenant. As of December 31, 2022, 62% of our portfolio included leases with full pass through, 31% with a partial expense reimbursement (modified gross) and 7% with no expense reimbursement (gross). Our outpatient medical leases are non-cancellable operating leases that have a weighted-average remaining term of seven years at December 31, 2022 and are often credit enhanced by security deposits, guarantees and/or letters of credit.

*Construction* We provide funds for the construction of properties for tenants primarily as part of long-term operating leases. We capitalize certain interest costs associated with funds used for the construction of properties owned by us. The amount capitalized is based upon the amount advanced during the construction period using the rate of interest that approximates our company-wide cost of financing. Our interest expense is reduced by the amount capitalized. The construction period commences upon initial funding and terminates upon the earlier of the completion of the applicable property or the end of a specified period. During the construction period, we advance funds to the tenants in accordance with agreed upon terms and conditions which require, among other things, periodic site visits by a company representative. During the construction period, we generally require an additional credit enhancement in the form of payment and performance bonds and/or completion guarantees. At December 31, 2022, we had outstanding construction investments of \$1,021,080,000 and were committed to provide additional funds of approximately \$1,883,449,000 to complete construction for consolidated investment properties. We also provide for construction loans which, depending on the terms and conditions, could be treated as loans or investments in unconsolidated entities.

*Loans* Our real estate loans are typically structured to provide us with interest income, principal amortization and transaction fees. Real estate loans consist of mortgage loans and other real estate loans which are primarily collateralized by a first, second or third mortgage lien, a leasehold mortgage on, or an assignment of the partnership interest in the related properties, corporate guarantees and/or personal guarantees. Non-real estate loans are generally corporate loans with no real estate backing. At December 31, 2022, we had outstanding loans, net of allowances, of \$1,180,012,000 with an interest yield of approximately 9.9% per annum. Our yield on loans depends upon a number of factors, including the stated interest rate, average principal amount outstanding during the term of the loan and any interest rate adjustments. The loans outstanding at December 31, 2022 are generally subject to one to 15-year terms with principal amortization schedules and/or balloon payments of the outstanding principal balances at the end of the term.

*Investments in Unconsolidated Entities* Investments in entities that we do not consolidate but for which we can exercise significant influence over operating and financial policies are reported under the equity method of accounting. At December 31, 2022, we had investments in unconsolidated entities of \$1,499,790,000. Our investments in unconsolidated entities generally represent interests ranging from 10% to 88% in real estate assets. Under the equity method of accounting, our share of the investee's earnings or losses is included in our consolidated results of operations. The initial carrying value of investments in unconsolidated entities is based on the amount paid to purchase the entity interest inclusive of transaction costs. We evaluate our equity method investments for impairment based upon a comparison of the estimated fair value of the equity method investment to its carrying value. When we determine a decline in the estimated fair value of such an investment below its carrying value is other-than-temporary, an impairment is recorded.

*In Substance Real Estate* Additionally, we provide loans to third parties for the acquisition, development and construction of real estate. Under these arrangements, it is possible that we will participate in the expected residual profits of the project through the sale, refinancing or acquisition of the property. We evaluate the characteristics of each arrangement, including its risks and rewards, to determine whether they are more similar to those associated with a loan or an investment in real estate. Arrangements with characteristics implying real estate joint ventures are treated as in substance real estate investments, accounted for using the equity method, and are presented as investments in unconsolidated entities. We have made loans related to 21 properties with a carrying value of \$649,267,000 as of December 31, 2022, which are classified as in substance real estate investments.

## Principles of Consolidation

The consolidated financial statements are in conformity with U.S. general accepted accounting principles (“U.S. GAAP”) and include the accounts of our wholly-owned subsidiaries and joint venture entities that we control, through voting rights or other means. All material intercompany transactions and balances have been eliminated in consolidation.

At inception of joint venture transactions, we identify entities for which control is achieved through means other than voting rights (“variable interest entities” or “VIEs”) and determine which business enterprise is the primary beneficiary of its operations. A VIE is broadly defined as an entity where either (i) the equity investors as a group, if any, do not have a controlling financial interest, or (ii) the equity investment at risk is insufficient to finance that entity’s activities without additional subordinated financial support. We consolidate investments in VIEs when we are determined to be the primary beneficiary. Accounting Standards Codification Topic 810, “Consolidations”, requires enterprises to perform a qualitative approach to determining whether or not a VIE will need to be consolidated. This evaluation is based on an enterprise’s ability to direct and influence the activities of a VIE that most significantly impact that entity’s economic performance.

For investments in joint ventures, U.S. GAAP may preclude consolidation by the sole general partner in certain circumstances based on the type of rights held by the limited partner(s). We assess the limited partners’ rights and their impact on our consolidation conclusions, and we reassess if there is a change to the terms or in the exercisability of the rights of the limited partners, the sole general partner increases or decreases its ownership of limited partnership interests, or there is an increase or decrease in the number of outstanding limited partnership interests. We similarly evaluate the rights of managing members of limited liability companies.

## Borrowing Policies

We utilize a combination of debt and equity to fund investments. Generally, we intend to issue unsecured, fixed-rate public debt with long-term maturities to approximate the maturities on our triple-net leases and investment strategy. For short-term purposes, we may borrow on our primary unsecured credit facility or issue commercial paper. We typically replace these borrowings with long-term capital such as senior unsecured notes or common stock. When terms are deemed favorable, we may invest in properties subject to existing mortgage indebtedness. In addition, we may obtain secured financing for unleveraged properties in which we have invested or may refinance properties acquired on a leveraged basis. In certain agreements with our lenders, we are subject to restrictions with respect to secured and unsecured indebtedness.

## Competition

We compete with other real estate investment trusts, real estate partnerships, private equity and hedge fund investors, banks, insurance companies, finance/investment companies, government-sponsored agencies, taxable and tax-exempt bond funds, health care operators, developers and other investors in the acquisition, development, leasing and financing of health care and seniors housing properties. We compete for investments based on a number of factors including relationships, certainty of execution, investment structures and underwriting criteria. Our ability to successfully compete is impacted by economic and demographic trends, availability of acceptable investment opportunities, our ability to negotiate beneficial investment terms, availability and cost of capital, construction and renovation costs and applicable laws and regulations.

The operators/tenants of our properties compete with properties that provide comparable services in the local markets. Operators/tenants compete for patients and residents based on a number of factors including quality of care, reputation, physical appearance of properties, location, services offered, family preferences (including a preference for home health services instead of residing in one of our communities), physicians, staff and price. We also face competition from other health care facilities for tenants, such as physicians and other health care providers that provide comparable facilities and services.

For additional information on the risks associated with our business, please see “Item 1A — Risk Factors” of this Annual Report on Form 10-K.

## Environmental, Social and Governance

***Environmental, Social and Governance (“ESG”) Approach*** We are committed to operating in a responsible, transparent and sustainable manner. Our leadership (through the ESG Steering Committee launched in 2022) and Board of Directors (through the Nominating Corporate/Governance Committee), oversee and advance our ESG initiatives. We recognize that focusing on ESG engagement, integration and impact benefit our stakeholders and are fundamental to our business. Our corporate responsibility and sustainability strategy is focused on adopting leading ESG practices across our business and we were recognized for our leadership in this space over the past year in the following ways:

- Recognized at the Management band level with a CDP score of “B” for taking coordinated action on climate issues;
- Raised MSCI ESG rating from AA to AAA;
- Listed in the FTSE4Good Index since 2012;

- Recognized by the U.S. Environmental Protection Agency (EPA) and U.S. Department of Energy as an ENERGY STAR Partner of the Year for the fourth consecutive year and maintained the level of Sustained Excellence, the EPA’s highest recognition within the ENERGY STAR program;
- Maintained top 30% (3rd decile) ISS Quality Score ranking for each Governance, Environment and Social;
- Named to the Bloomberg Gender-Equality Index for the fourth consecutive year;
- Maintained Prime status under the ISS-ESG Corporate rating for the fourth consecutive year;
- Improved GRESB score and maintained GRESB Green Star status;
- Named by S&P Global in the 2022 edition of The Sustainability Yearbook;
- Recognized by Labrador as a 2022 Transparency Award winner in the real estate industry for our clear and concise disclosure of relevant information to stakeholders in our annual proxy statement, Form 10-K, and investor relations website
- Named to the top 30 percent of Newsweek’s America’s Most Responsible Companies list for the fourth consecutive year; and
- Named to Sustainalytics 2022 Top-Rated ESG Companies list.

*Environmental* We strive to reduce our environmental impact by increasing energy and water efficiency, reducing greenhouse gas emissions, and by investing in projects that reduce energy and water consumption that meet our rate of return threshold. After several years of portfolio and program evolution, along with our increased ability to collect data in partnership with our operators and tenants, our property-level sustainability dataset (energy, greenhouse gas ("GHG"), water, and waste) is evolving to become a set of tools for benchmarking. A portion of our self-managed Outpatient Medical portfolio is benchmarked in EPA ENERGY STAR Portfolio Manager ("ESPM") and we regularly engage with our operators and tenants on ENERGY STAR, utility bill aggregators, utility companies, and others to add to our number of ESPM benchmarked properties throughout our portfolio.

We have employee, tenant, operator/manager and vendor engagement programs in place, focused on operational strategies to drive energy and water efficiency. We have issued guidance with accompanying training to assist them to successfully benchmark our buildings and to engage them to improve energy and water efficiency, as well as increase their recycling diversion rates.

In December 2019, we issued our inaugural green bond of \$500,000,000 of 2.700% senior unsecured notes due 2027 and in March 2022 we issued an additional green bond of \$550,000,000 of 3.85% senior unsecured notes due 2032. The net proceeds from the offerings have been, and continue to be, used to fund energy efficiency, water conservation and green building projects. As of September 30, 2022, we have utilized \$572,090,000 of proceeds from these issuances on such projects.

We understand that as we continue to make our operations and buildings more sustainable, we also have a responsibility to effectuate the same in our supply chain and our purchasing decisions. As such, we partner with suppliers that offer take back programs for their products, look for the ENERGY STAR label when purchasing eligible items, seek to purchase office supply products that contain recycled content and purchase paper products that are either Forest Stewardship Council or Sustainable Forestry Initiative certified.

*Social* We value and are committed to our employees. We believe that a diverse workplace produces a variety of perspectives, motivates employees and helps us understand and better serve our stakeholders, and the communities in which we do business. As of December 31, 2022, our U.S. employees self-identified as follows:

| Ethnicity                                 | Male  | Female |
|---|-------|--------|
| Asian                                     | 7 %   | 9 %    |
| Black or African American                 | 4 %   | 8 %    |
| Hispanic or Latino                        | 8 %   | 7 %    |
| Native Hawaiian or Other Pacific Islander | — %   | 1 %    |
| Two or More Races                         | 1 %   | 2 %    |
| White                                     | 80 %  | 73 %   |
|   | 100 % | 100 %  |
| Gender                                    | 51 %  | 49 %   |

We have reinforced our already strong commitment to diversity and inclusion through our Diversity Council and support of our eight employee network groups ("ENGs"). Our ENGs include women, families, racial and ethnic minorities, military, young professionals, and those who identify as LGBTQI+ and their allies. Our ENGs provide support, education, networking opportunities and community belonging for our employees. Our support of diversity and inclusion through our Diversity

Council and ENGs, taken together with other employee initiatives, such as tailored messaging, training and discussions on equality and belonging, support our efforts to compete for and foster talent and inclusiveness in an ever-changing workforce.

In addition, we have several social initiatives in place that are focused on fostering a more diverse workforce, engaging with our communities and promoting the health and well-being of our employees, tenants and residents. The Welltower Charitable Foundation (the "Foundation") financially supports charitable initiatives related to aging, health care, the environment, education and the arts. Since its inception, the Foundation has provided more than \$42 million in cash and in-kind support. We encourage our employees to give back to the community by matching their contributions and donating their time to eligible charitable organizations. Funds are also allocated to each of our ENGs to make charitable contributions in support of their programming efforts. Additionally, the Foundation facilitates presentations for charities to compete in the Give-WELL campaign. This campaign enables our employees to present and vote for charities that will receive donations from the Foundation. During 2022, we sponsored our third annual Day of Giving so our employees could collaborate to make an impact with local charitable organizations through volunteer opportunities. See Human Capital section below for additional information regarding employee initiatives and programs.

*Governance* Our commitment to diversity starts at the top with a highly knowledgeable, skilled and diverse Board of Directors. As of December 31, 2022, our ten Directors self-identified as follows:

| Board Composition         |       |        |       |
|---------------------------|-------|--------|-------|
| Ethnicity                 |       | Gender |       |
| Asian                     | 10 %  | Male   | 60 %  |
| Black or African American | 20 %  | Female | 40 %  |
| Hispanic or Latino        | 20 %  |        | 100 % |
| White                     | 50 %  |        |       |
|                           | 100 % |        |       |

Nine of our ten Directors are independent and the independent Chair of our Board is held by a Black/African American male. Four of five, or 80%, of our Board committees are chaired by either a Female (2), Hispanic/Latino (1) or Black/African American (1) Director.

Additional information regarding our ESG programs and initiatives is available in our 2021 Environmental, Social and Governance Report (located on our website at [www.welltower.com](http://www.welltower.com)). Information on our website, including our Environmental, Social and Governance Report or sections thereof, is not incorporated by reference into this Annual Report.

## Human Capital

Our employees are our greatest asset. As of December 31, 2022, we had 514 employees (491 located in United States, 14 in the United Kingdom, eight in Canada and one in Luxembourg). We are committed to the success of our people and the unique combination of skills and experiences they bring to achieving our mission.

*Employee Engagement* High employee engagement and satisfaction are critical to attracting and retaining top talent. During 2022, we conducted an employee engagement survey through an independent third party, measuring our progress on important employee issues such as manager relationships, employee empowerment, performance management and resources and support, and identifying opportunities for growth and improvement. The 2022 overall engagement score improved over the 2021 engagement score as a result of managers taking action on the 2021 results.

*Employee Development Programs and Performance Management* Development through the talent pipeline, recognizing and rewarding performance and providing opportunities for continued growth are the cornerstones of our Human Capital strategy. We offer employees resources, trainings and tools designed to develop future leaders, advance careers and attract and retain talent including but not limited to our robust early career programs, formal mentorship and coaching programs, manager development training, skill development courses and education assistance. During 2022, we continued executive management coaching programs to equip leaders with structured 360 feedback, customized development plans and guidance on company-wide succession planning. For some leaders, we partnered with a virtual coaching platform that scales individual access to expert coaches, training opportunities and enables behavioral change through award-winning artificial intelligence. For our senior vice presidents, we partnered with an independent advisory firm to provide one-on-one coaching, including an extensive 360 feedback process to focus on maximizing their executive leadership potential.

*Compensation and Benefits* In addition to salary, our compensation and benefits programs include annual short term incentive bonuses, long-term incentive stock awards, retirement plans, an employee stock purchase plan, healthcare and insurance benefits, health savings and flexible spending accounts, paid time off, parental and caregiver leave, senior wellness leave, employee assistance programs, tuition assistance and health and wellness reimbursement programs, among many others. With the assistance of independent third parties, we annually evaluate and benchmark the competitiveness of our compensation and benefits programs focusing on fair pay practices that reward performance and support the needs of our employees.

*Health, Safety and Wellness* The success of our business is fundamentally connected to the safety and well-being of our employees, tenants, operators and managers, and their residents and visitors, as the case may be. We provide our employees and their families with access to numerous innovative, flexible and convenient health and wellness programs that support physical, mental and financial well-being. While COVID-19 continued in 2022, our focus remained on providing a safe office environment for our employees while continuing to allow for remote work, hybrid work and flexible work schedules where feasible. With the support of the varying work arrangements and a geographically dispersed workforce, we continued to develop ways to best support our people. We improved our employee experience by growing our internal communication platform (intranet), enhancing connectivity and collaboration. The mobile application created an easily accessible digital home-base where all company communications, including important office announcements, must-read company articles and external media engagements are located. Additional communication tools, including podcasts, town hall meetings, team events (virtually and in person) and dedicated communication channels for ENGs, demonstrate our commitment to ensuring employee alignment and engagement. Although workplace injuries are minimal, our safety committee implemented a workforce injury root cause analysis program to ensure we focus on future incident prevention and improvement.

**Credit Concentrations** Please see Note 9 to our consolidated financial statements.

**Geographic Concentrations** Please see “Item 2 – Properties” below and Note 18 to our consolidated financial statements.

## **Certain Government Regulations**

### **United States**

#### ***Health Law Matters — Generally***

Typically, operators of seniors housing facilities do not receive significant funding from government programs and are largely subject to state laws, as opposed to federal laws. Operators of long-term/post-acute care facilities and hospitals do receive significant funding from government programs, and these facilities are subject to extensive regulation, including federal and state laws covering the type and quality of medical and/or nursing care provided, ancillary services (e.g., respiratory, occupational, physical and infusion therapies), qualifications of the administrative personnel and nursing staff, the adequacy of the physical plant and equipment, reimbursement and rate setting and operating policies. In addition, as described below, operators of these facilities are subject to extensive laws and regulations pertaining to health care fraud and abuse, including, but not limited to, the federal Anti-Kickback Statute (“AKS”), the federal Stark Law (“Stark Law”), and the federal False Claims Act (“FCA”), as well as comparable state laws. Hospitals, physician group practice clinics, and other health care providers that operate in our portfolio are subject to extensive federal, state, and local licensure, registration, certification, and inspection laws, regulations, and industry standards, as well as other conditions of participation in federal and state government programs such as Medicare and Medicaid. Further, operators of long-term care facilities are required to have in place compliance and ethics programs that meet the requirements of federal laws and regulations. Our tenants’ failure to comply with applicable laws and regulations could result in, among other things: loss of accreditation; denial of reimbursement; imposition of fines; suspension, decertification, or exclusion from federal and state health care programs; loss of license; or closure of the facility. See risk factors “The requirements of, or changes to, governmental reimbursement programs, such as Medicare or Medicaid, could have a material adverse effect on our obligors’ liquidity, financial condition and results of operations, which could adversely affect our obligors’ ability to meet their obligations to us” and “Our operators’ or tenants’ failure to comply with federal, state, local, and industry-regulated licensure, certification and inspection laws, regulations, and standards could adversely affect such operators’ or tenants’ operations, which could adversely affect our operators’ and tenants’ ability to meet their obligations to us” in “Item 1A – Risk Factors” below. Moreover, in light of certain arrangements that Welltower may pursue with healthcare entities who are directly subject to laws and regulations pertaining to health care fraud and abuse, and, given that certain of our arrangements are structured under the provisions of the REIT Investment Diversification and Empowerment Act of 2007 (“RIDEA”), certain health care fraud and abuse laws and data privacy laws could apply directly to Welltower. See risk factor “We assume operational and legal risks with respect to our properties managed in RIDEA structures that could have a material adverse effect on our business results of operations, and financial condition” in “Item 1A - Risk Factors” below.

#### ***Licensing and Certification***

The primary regulations that affect seniors housing facilities are state licensing and certification laws. For example, certain health care facilities are subject to a variety of licensure and certificate of need (“CON”) laws and regulations. Where applicable, CON laws generally require, among other requirements, that a facility demonstrate the need for (1) constructing a new facility, (2) adding beds or expanding an existing facility, (3) investing in major capital equipment or adding new services, (4) changing the ownership or control of an existing licensed facility or (5) terminating services that have been previously approved through the CON process. Certain state CON laws and regulations may restrict the ability of operators to add new properties or expand an existing facility’s size or services. In addition, CON laws may constrain the ability of an operator to transfer responsibility for operating a particular facility to a new operator.

With respect to licensure, generally our long-term/post-acute care facilities are required to be licensed by the applicable state regulatory authority and certified for participation in Medicare, Medicaid and other federal and state health care programs. The failure of our operators to maintain or renew any required license or regulatory approval as well as the failure of our operators to correct serious deficiencies identified in a compliance survey could require those operators to discontinue operations at a property. In addition, if a property is found to be out of compliance with Medicare, Medicaid or other federal or state health care program conditions of participation, the property operator may be excluded from participating in those government health care programs.

### ***Reimbursement***

The reimbursement methodologies applied to health care facilities continue to evolve. Federal and state authorities have considered and implemented and may continue seeking to implement new or modified reimbursement methodologies, including value-based reimbursement methodologies that may negatively impact health care property operations. Likewise, third-party payors may continue imposing greater controls on operators, including through changes in reimbursement rates and fee structures. The impact of any such changes, if implemented, may result in a material adverse effect on our portfolio. No assurance can be given that current revenue sources or levels will be maintained. Accordingly, there can be no assurance that payments under a government health care program are currently, or will be in the future, sufficient to fully reimburse the property operators for their operating and capital expenses.

- *Seniors Housing Facilities* The majority of the revenues received by the operators of U.S. seniors housing facilities are from private pay sources. The remaining revenue source is primarily Medicaid provided under state waiver programs for home and community-based care. There can be no guarantee that a state Medicaid program operating pursuant to a waiver will be able to maintain its waiver status. Rates paid by self-pay residents are set by the facilities and are determined by local market conditions and operating costs. Generally, facilities receive a higher payment per day for a private pay resident than for a Medicaid beneficiary who requires a comparable level of care. The level of Medicaid reimbursement varies from state to state. Thus, the revenues generated by operators of our assisted living facilities may be adversely affected by payor mix, acuity level, or changes in Medicaid eligibility and reimbursement levels.
- *Long-Term/Post-Acute Care Facilities* The majority of the revenues received by the operators of these facilities are from the Medicare and Medicaid programs, with the balance representing reimbursement payments from private payors and patients. Consequently, changes in federal or state reimbursement policies may adversely affect an operator's ability to cover its expenses, including our rent or debt service. Long-term/post-acute care facilities are subject to periodic pre- and post-payment reviews and other audits by federal and state authorities. A review or audit of a property operator's claims could result in recoupments, denials or delay of payments in the future. Due to the significant judgments and estimates inherent in payor settlement accounting, no assurance can be given as to the adequacy of any reserves maintained by our property operators to cover potential adjustments to reimbursements or to cover settlements made to payors.
  - *Medicare Reimbursement* Generally, long-term/post-acute care facilities are reimbursed by Medicare under prospective payment systems, which generally provide reimbursement based upon a predetermined fixed amount per episode of care and are updated by CMS, an agency of the Department of Health and Human Services ("HHS") annually. There is a risk under these payment systems that costs will exceed the fixed payments, or that payments may be set below the costs to provide certain items and services. Further, there is risk that Medicare Skilled Nursing Facility ("SNF") payment reforms may impact our tenants and operators. In addition, the HHS Office of Inspector General has released recommendations to address SNF billing practices and Medicare payment rates, which may impact our tenants and operators. In September 2022, HHS announced that additional data about the ownership of all Medicare-certified nursing homes will be released to the public. This information will make it easier for stakeholders (such as state licensing officials, state and federal law enforcement and researchers) and the public to identify common owners of nursing homes across different nursing home locations. The information will also allow for greater accessibility to information regarding facilities' performance and any common ownership links among facilities with poor performance. CMS announced it is increasing scrutiny and oversight over the country's poorest performing nursing facilities by strengthening requirements for completion of the Special Focus Facility Program and increasing enforcement actions against facilities that fail to demonstrate improvement, including denial of payment and potential loss of Medicare certification.
  - *Medicaid Reimbursement* Many states reimburse SNFs using fixed daily rates, which are applied prospectively based on patient acuity and the historical costs incurred in providing patient care. In most states, Medicaid does not fully reimburse the cost of providing services. Certain states are attempting to slow the rate of Medicaid growth by freezing rates or restricting eligibility and benefits. In addition, Medicaid reimbursement rates may decline if state revenues in a particular state are not sufficient to fund budgeted expenditures.
- *Medicare Reimbursement for Physicians, Hospital Outpatient Departments ("HOPDs"), and Ambulatory Surgical Centers ("ASCs")* Changes in reimbursement to physicians, HOPDs and ASCs may further affect our tenants and operators. Generally, Medicare reimburses physicians under the Physician Fee Schedule, while HOPDs and ASCs are reimbursed under prospective payment systems. The Physician Fee Schedule and the HOPD and ASC prospective payment



systems are updated annually by CMS. These annual Medicare payment regulations have resulted in lower net pay increases than providers of those services have often expected. In addition, the Medicare and Children's Health Insurance Program Reauthorization Act of 2015 ("MACRA") includes payment reductions for providers who do not meet government quality standards. The implementation of pay-for-quality models like those required under MACRA has the potential to produce funding disparities that could adversely impact some provider tenants in outpatient medical buildings and other health care properties. Changes in Medicare Advantage plan payments may also indirectly affect our operators and tenants that contract with Medicare Advantage plans.

- *Health Reform Laws* The Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the "Health Reform Laws") dramatically altered how health care is delivered and reimbursed in the U.S. and any substantial changes may directly impact us or the operators and tenants of our properties. Other health reform measures could be implemented as a result of political, legislative, regulatory and administrative developments and judicial proceedings. On February 28, 2022, President Biden announced reforms to be implemented by CMS to ensure that: (a) every nursing home provides a sufficient number of staff who are adequately trained to provide high-quality care; (b) poorly performing nursing homes are held accountable for improper and unsafe care and immediately improve their services or are cut off from taxpayer dollars; and (c) the public has better information about nursing home conditions so that they can find the best available options. These reforms include minimum staffing requirements, reinforced safeguards against unnecessary medications, more funding for inspection activities, increased scrutiny on poor performers and expanded financial penalties and other sanctions. We cannot predict whether the existing Health Reform Laws, or future health care reform legislation, executive order, or regulatory changes, will have a material impact on our operators' or tenants' property or business.

### ***Fraud & Abuse Enforcement***

Long-term/post-acute care facilities (and seniors housing facilities that receive Medicaid payments) are subject to federal, state, and local laws, regulations, and applicable guidance that govern the operations and financial and other arrangements that may be entered into by health care providers. Certain of these laws, such as the AKS and Stark Law, prohibit direct or indirect payments of any kind for the purpose of inducing or encouraging the referral of patients for medical products or services reimbursable by government health care programs. Other government health program laws require providers to furnish only medically necessary services and submit to the government valid and accurate statements for each service. Our operators and tenants that receive payments from federal health care programs, such as Medicare and Medicaid, are subject to substantial financial penalties under the Civil Monetary Penalties Act and the FCA upon a finding of noncompliance with such laws. In addition, states may also have separate false claims acts, which, among other things, generally prohibit health care providers from filing false claims or making false statements to receive payments. Federal and state FCAs contain "whistleblower" provisions that permit private individuals to bring health care fraud enforcement claims on behalf of the government. Still other laws require providers to comply with a variety of safety, health and other requirements relating to the condition of the licensed property and the quality of care provided. Sanctions for violations of these laws, regulations and other applicable guidance may include, but are not limited to, criminal and/or civil penalties and fines, loss of licensure, immediate termination of government payments, exclusion from any government health care program, damage assessments and imprisonment. In certain circumstances, violation of these rules (such as those prohibiting abusive and fraudulent behavior) with respect to one property may subject other facilities under common control or ownership to sanctions, including exclusion from participation in the Medicare and Medicaid programs, as well as other government health care programs, and revocation of healthcare licenses. In the ordinary course of its business, a property operator is regularly subjected to inquiries, investigations and audits by the federal and state agencies that oversee these laws and regulations.

Prosecutions, investigations or whistleblower actions could have a material adverse effect on a property operator's liquidity, financial condition, and operations, which could adversely affect the ability of the operator to meet its financial obligations to us. In addition, government investigations and enforcement actions brought against the health care industry have increased dramatically over the past several years and are expected to continue. The costs for an operator of a health care property associated with both defending such enforcement actions and the undertakings in settling these actions can be substantial and could have a material adverse effect on the ability of an operator to meet its obligations to us. In addition, Welltower could potentially be directly subject to these health care fraud and abuse laws, as well as potential investigation or enforcement, as a result of our RIDEA-structured arrangements, and certain collaboration or other arrangements we may pursue with stakeholders who are directly subject to these laws.

### ***Federal and State Data Privacy and Security Laws***

The Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), as amended by the Health Information Technology for Economic and Clinical Health Act, and numerous other state and federal laws govern the collection, security, dissemination, use, access to and confidentiality of personal information, including individually identifiable health information. Violations of these laws may result in substantial civil and/or criminal fines and penalties. The costs to a business such as ours or to an operator of a health care property associated with developing and maintaining programs and systems to comply with data privacy and security laws, defending against privacy and security related claims or enforcement actions and

paying any assessed fines, can be substantial. Moreover, such costs could have a material adverse effect on the ability of an operator to meet its obligations to us. Finally, data privacy and security laws and regulations continue to develop, including with regard to HIPAA and U.S. state privacy laws. The California Consumer Privacy Act has been amended by the California Privacy Rights Act. These updates and the Virginia Consumer Data Protection Act went into effect January 1, 2023. Similar comprehensive privacy laws from Colorado, Connecticut and Utah will go into effect in 2023. As we use data to better inform our investments and the efficacy of care in our communities, these developments may add potential uncertainty and costs towards compliance obligations, business operations or transactions that depend on data. These new privacy laws may create restrictions or requirements in our, our operators' and other business partners' use, sharing and securing of data. New privacy and security laws could require substantial investment in resources to comply with regulatory changes as privacy and security laws proliferate in divergent ways or impose additional obligations, and potentially create new privacy related legal risks.

### **United Kingdom**

In the U.K., care home services are principally regulated by the Health and Social Care Act 2008 (as amended) and other regulations. This legislation subjects service providers to a number of legally binding “Fundamental Standards” and requires, amongst other things, that all persons carrying out “Regulated Activities” in the U.K., and the managers of such persons, be registered. Providers of care home services are also subject (as data controllers) to laws governing their use of personal data (including in relation to their employees, clients and recipients of their services). These laws currently take the form of the U.K.’s Data Protection Act 2018 and the U.K. General Data Protection Regulation (collectively “U.K. DP Laws”). U.K. DP Laws impose a significant number of obligations on controllers with the potential for fines of up to 4% of annual worldwide turnover or £17.5 million, whichever is greater. Further, to the extent that an entity established in the U.K. or any other jurisdiction offers goods or services to individuals in the European Economic Area, that entity may also be subject to the E.U. General Data Protection Regulation (“E.U. GDPR”). Similarly, the E.U. GDPR imposes obligations on controllers with the potential for fines of up to 4% of annual worldwide turnover or €20 million, whichever is greater. Entities incorporated in or carrying on a business in the U.K., as well as individuals residing in the U.K., are also subject to the U.K. Bribery Act 2010. The U.K. has national minimum wage legislation with a maximum fine for non-payment of £20,000 per worker and employers who fail to pay will be banned from being a company director for up to 15 years. In addition, the Working Time and Holiday Pay Bill 2019-2021 is currently going through the U.K. Parliament, which makes provision for the expiration of the Working Time Regulations 1998, provides for additional regulations governing working time and makes provisions for holiday pay for employees.

### **Canada**

Senior living residences in Canada are provincially regulated. Within each province, there are different categories for senior living residences that are generally based on the level of care sought and/or required by a resident (e.g. assisted or retirement living, senior living residences, residential care, long-term care). In some of these categories and depending on the province, residences may be government funded, or the individual residents may be eligible for a government subsidy, while other residences are exclusively private-pay. The governing legislation and regulations vary by province, but generally the object of the laws is to set licensing requirements and minimum standards for senior living residences, and regulate operations. These laws empower regulators in each province to take a variety of steps to ensure compliance, conduct inspections, issue reports and generally regulate the industry.

Our operations in Canada are subject to privacy legislation, including, in certain provinces, privacy laws specifically related to personal health information. Although the obligations of senior living residences in the various provinces differ, they all include the obligation to protect personal information. Under some of these laws, notification to the regulator in the event of an actual or suspected privacy breach is mandatory. The powers of privacy regulators and penalties for violations of privacy law vary according to the applicable law or are left to the courts. In September 2021, the province of Quebec adopted significant amendments to its privacy legislation, including a new enforcement scheme with significant penalties and fines: up to CAD \$10 million or 2% of global turnover (whichever is greater) for administrative monetary penalties and up to CAD \$25 million or 4% of global turnover for penal fines. The amendments will go into effect in three stages: (i) a few provisions on September 22, 2022, (ii) most provisions on September 22, 2023 (including the new enforcement scheme), and (iii) one provision on September 23, 2024. Senior living residences may also be subject to laws pertaining to residential tenancy, provincial and/or municipal laws applicable to fire safety, food services, zoning, occupational health and safety, public health and the provision of community health care and funded long-term/post-acute care.

### **Taxation**

The following summary of the taxation of the Company and the material U.S. federal income tax consequences to the holders of the equity of the Company and the debt securities of the Company and Welltower OP (defined below) is for general information only and is not tax advice. This summary does not address all aspects of taxation that may be relevant to certain types of holders of stock or securities (including, but not limited to, insurance companies, tax-exempt entities, financial institutions or broker-dealers, persons holding shares of common stock as part of a hedging, integrated conversion, or constructive sale transaction or a straddle, traders in securities that use a mark-to-market method of accounting for their securities, investors in pass-through entities and non-U.S. corporations and persons who are not citizens or residents of the United States).

This summary does not discuss all of the aspects of U.S. federal income taxation that may be relevant to you in light of your particular investment or other circumstances. In addition, this summary does not discuss any state or local income taxation or non-U.S. income taxation or other non-U.S. tax consequences. This summary is based on current U.S. federal income tax laws. Subsequent developments in U.S. federal income tax law, including changes in law or differing interpretations, which may be applied retroactively, could have a material effect on the U.S. federal income tax consequences of purchasing, owning and disposing of our securities as set forth in this summary. Before you purchase our securities, you should consult your own tax advisor regarding the particular U.S. federal, state, local, non-U.S. and other tax consequences of acquiring, owning and selling our securities.

### *General*

Prior to the Reorganization on April 1, 2022, whereby the Company's predecessor, which had been known as Welltower Inc. until that date ("Old Welltower"), became a wholly owned subsidiary of WELL Merger Holdco Sub Inc. in a transaction intending to qualify as a reorganization under section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"). In connection with the Reorganization, Old Welltower changed its name to Welltower OP Inc., WELL Merger Holdco Sub Inc. changed its name to Welltower Inc. and Old Welltower became a "qualified REIT subsidiary" of the Company. Effective on May 24, 2022, Welltower OP Inc. converted from a Delaware corporation into a Delaware limited liability company named Welltower OP LLC (under both names, "Welltower OP"). Prior to the Reorganization, Old Welltower elected to be taxed as a REIT and was organized and operated in a manner intended to qualify as a REIT. As a result of the Reorganization, the Company is treated as a continuation of Old Welltower for U.S. federal income tax purposes and references in this summary to "the Company," "us," or "we" include references to Old Welltower unless otherwise specified or clearly required by the context.

We have been organized and operated in a manner intended to qualify as a REIT and we intend to continue to operate in such a manner as to qualify as a REIT, but there can be no assurance that we will qualify or remain qualified as a REIT. Qualification and taxation as a REIT depend upon our ability to meet a variety of qualification tests imposed under U.S. federal income tax law with respect to our income, assets, distributions and share ownership, as discussed below under "Qualification as a REIT."

In any year in which we qualify as a REIT, in general, we will not be subject to U.S. federal income tax on that portion of our REIT taxable income or capital gain that is distributed to stockholders. We may, however, be subject to tax at normal corporate rates on any taxable income or capital gain not distributed. If we elect to retain and pay income tax on our net capital gain, stockholders would be taxed on their proportionate shares of our undistributed net capital gain and would receive a refundable credit for their shares of any taxes paid by us on such gain.

Despite qualifying as a REIT, we may be subject to U.S. federal income and excise tax as follows:

- To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100%, of our "REIT taxable income," as adjusted, we will be subject to tax on the undistributed amount at regular corporate tax rates;
- If we have net income from the sale or other disposition of "foreclosure property" that is held primarily for sale to customers in the ordinary course of business or other non-qualifying income from foreclosure property, such income will be taxed at the highest corporate rate;
- Any net income from prohibited transactions (which are, in general, sales or other dispositions of property held primarily for sale to customers in the ordinary course of business, other than dispositions of foreclosure property) will be subject to a 100% tax;
- If we fail to satisfy either the 75% or 95% gross income tests (as discussed below), but nonetheless maintain our qualification as a REIT because certain other requirements are met, we will be subject to a 100% tax on an amount equal to (1) the gross income attributable to the greater of (i) 75% of our gross income over the amount of qualifying gross income for purposes of the 75% gross income test (discussed below) or (ii) 95% of our gross income over the amount of qualifying gross income for purposes of the 95% gross income test (discussed below) multiplied by (2) a fraction intended to reflect our profitability;
- If we fail to distribute during each year at least the sum of (1) 85% of our REIT ordinary income for the year, (2) 95% of our REIT capital gain net income for such year (other than capital gain that we elect to retain and pay tax on) and (3) any undistributed taxable income from preceding periods, we will be subject to a 4% excise tax on the excess of such required distribution over amounts actually distributed; and
- We will be subject to a 100% tax on certain amounts from certain transactions involving our "taxable REIT subsidiaries" that are not conducted on an arm's length basis. See "Investments in Taxable REIT Subsidiaries."

We have acquired assets from “C” corporations in carryover basis transactions and may do so again in the future. A “C” corporation is generally defined as a corporation that is required to pay full corporate level U.S. federal income tax. If we recognize gain on the disposition of such assets during the five-year period beginning on the date on which the assets were acquired by us, then, to the extent of the assets’ “built-in gain” (e.g., the excess of the fair market value of the asset over the adjusted tax basis of the asset, in each case determined as of the beginning of the five-year period), we will be subject to tax on the gain at the highest regular corporate rate applicable. The results described in this paragraph with respect to the recognition of built-in gain assume that the “C” corporation did not make and was not treated as making an election to treat the built-in gain assets as sold to an unrelated party. For our assets that are subject to the built-in gains tax, the potential amount of built-in gains tax will be an additional factor when considering a possible sale of such assets within the five-year period beginning on the date on which the assets were acquired by us. See Note 19 to our consolidated financial statements for additional information regarding the built-in gains tax.

#### *Qualification as a REIT*

A REIT is defined as a corporation, trust or association:

- (1) which is managed by one or more trustees or directors;
- (2) the beneficial ownership of which is evidenced by transferable shares or by transferable certificates of beneficial interest;
- (3) which would be taxable as a domestic corporation but for the U.S. federal income tax law relating to REITs;
- (4) which is neither a financial institution nor an insurance company;
- (5) the beneficial ownership of which is held by 100 or more persons in each taxable year of the REIT except for its first taxable year;
- (6) not more than 50% in value of the outstanding stock of which is owned during the last half of each taxable year, excluding its first taxable year, directly, indirectly or constructively, by or for five or fewer individuals (which includes certain entities) (the “Five or Fewer Requirement”); and
- (7) which meets certain income and asset tests described below.

Conditions (1) to (4), inclusive, must be met during the entire taxable year and condition (5) must be met during at least 335 days of a taxable year of 12 months or during a proportionate part of a taxable year of less than 12 months. For purposes of condition (6), pension funds and certain other tax-exempt entities are treated as individuals, subject to a “look-through” exception in the case of certain pension funds.

Based on publicly available information, we believe we have satisfied the share ownership requirements set forth in (5) and (6) above. In addition, Article VI of our by-laws provides for restrictions regarding ownership and transfer of shares. These restrictions are intended to assist us in continuing to satisfy the share ownership requirements described in (5) and (6) above but may not ensure that we will, in all cases, be able to satisfy such requirements.

We have complied with, and will continue to comply with, tax regulatory rules to send annual letters to certain of our stockholders requesting information regarding the actual ownership of our stock. If, despite sending the annual letters, we do not know, or after exercising reasonable diligence would not have known, whether we failed to meet the Five or Fewer Requirement, we will be treated as having met the Five or Fewer Requirement. If we fail to comply with these tax regulatory rules, we will be subject to a monetary penalty. If our failure to comply were due to intentional disregard of the requirement, the penalty would be increased. However, if our failure to comply were due to reasonable cause and not willful neglect, no penalty would be imposed.

For purposes of the REIT income and asset tests our assets and income will include any asset owned and any income earned directly or indirectly through a disregarded entity, including a “qualified REIT subsidiary,” and a proportionate share of the assets of, and any income earned through, any entity we own that is treated as a partnership for U.S. federal income tax purposes, including Welltower OP. A corporation will qualify as a “qualified REIT subsidiary” if 100% of its stock is owned by a REIT, and the REIT does not elect to treat the subsidiary as a taxable REIT subsidiary.

We will own substantially all of our assets and earn substantially all of our income through Welltower OP and its direct or indirect subsidiaries. Prior to the LLC Conversion, Welltower OP was treated as a “qualified REIT subsidiary,” provided that we continue to qualify as a REIT. After the LLC Conversion, Welltower OP became a disregarded entity for U.S. federal income tax purposes until the admission of additional regarded members, at which time Welltower OP became a regarded entity treated as a partnership for U.S. federal income tax purposes.

Although we intend for any partnership in which we have acquired or will acquire an interest, directly or indirectly (a “Subsidiary Partnership”), to operate in a manner consistent with the requirements for our qualification as a REIT, we will be an indirect limited partner or non-managing member in some of the Subsidiary Partnerships. Though we nonetheless expect that

all such Subsidiary Partnerships will be required to operate in a manner consistent with the requirements for our qualification as a REIT, if a Subsidiary Partnership in which we own an interest but do not have control takes or expects to take actions that could jeopardize our status as a REIT or require us to pay tax, we may be forced to dispose of our interest in such entity. In addition, it is possible that a Subsidiary Partnership could take an action which could cause us to fail a gross income or asset test and that we would not become aware of such action in time for us to dispose of our interest in the Subsidiary Partnership or take other corrective action on a timely basis. In that case, we could fail to qualify as a REIT unless we were able to qualify for a statutory REIT “savings” provision, which could require us to pay a significant penalty tax to maintain our REIT qualification.

*Income Tests* There are two separate percentage tests relating to our sources of gross income that we must satisfy each taxable year:

- At least 75% of our gross income (excluding gross income from certain sales of property held primarily for sale) generally must be directly or indirectly derived each taxable year from “rents from real property,” dividends or other distributions on, and gain (other than gain from prohibited transactions) from the sale or other disposition of, REIT shares, mortgages on real property, other income from investments relating to real property or certain income from qualified temporary investments (the “75% gross income test”).
- At least 95% of our gross income (excluding gross income from certain sales of property held primarily for sale) generally must be directly or indirectly derived each taxable year from any of the sources qualifying for the 75% gross income test and from dividends (including dividends from taxable REIT subsidiaries) and interest (the “95% gross income test”).

Income from hedging and non-U.S. currency transactions is excluded from the 95% and 75% gross income tests if certain requirements are met but otherwise will constitute gross income which does not qualify under the 95% or 75% gross income tests.

Rents received by us will qualify as “rents from real property” for purposes of satisfying the gross income tests for a REIT only if several conditions are met:

- The amount of rent must not be based in whole or in part on the income or profits of any person, although rents generally will not be excluded merely because they are based on a fixed percentage or percentages of receipts or sales.
- Rents received from a tenant will not qualify as rents from real property if the REIT, or an owner of 10% or more of the REIT, directly or constructively owns 10% or more of the tenant, unless the tenant is our taxable REIT subsidiary and certain other requirements are met with respect to the real property being rented.
- If rent attributable to personal property leased in connection with a lease of real property is greater than 15% of the total rent received under the lease, then the portion of rent attributable to such personal property will not qualify as “rents from real property.”
- For rents to qualify as rents from real property, we generally must not furnish or render services to tenants, other than through a taxable REIT subsidiary or an “independent contractor” from whom we derive no income, except that we may directly provide services that are usually or customarily rendered in the geographic area in which the property is located in connection with the rental of real property for occupancy only or are not otherwise considered rendered to the occupant for the occupant’s convenience.
- We may lease “qualified health care properties” on an arm’s-length basis to a taxable REIT subsidiary if the property is operated on behalf of such subsidiary by a person that qualifies as an “independent contractor” and that is, or is related to a person that is, actively engaged in the trade or business of operating health care facilities for any person unrelated to us or our taxable REIT subsidiary (such person, an “eligible independent contractor”). If this is the case, the rent that the REIT receives from the taxable REIT subsidiary generally will be treated as “rents from real property.” A “qualified health care property” includes any real property and any personal property that is, or is necessary or incidental to the use of, a hospital, nursing facility, assisted living facility, congregate care facility, qualified continuing care facility, or other licensed facility that extends medical or nursing or ancillary services to patients and is operated by a provider of such services that is eligible for participation in the Medicare program with respect to such facility.

A REIT is permitted to render a de minimis amount of impermissible services to tenants of a property and still treat amounts received with respect to that property as rent from real property. The amount received or accrued by the REIT during the taxable year for the impermissible services with respect to a property may not exceed 1% of all amounts received or accrued by the REIT directly or indirectly from the property. The amount received for any service or management operation for this purpose shall be deemed to be not less than 150% of the direct cost of the REIT in furnishing or rendering the service or providing the management or operation. Furthermore, impermissible services may be furnished to tenants by a taxable REIT subsidiary subject to certain conditions, which would permit us to still treat rents received with respect to the property as rent from real property.

The term “interest” generally does not include any amount if the determination of the amount depends in whole or in part on the income or profits of any person, although an amount generally will not be excluded from the term “interest” solely by reason of being based on a fixed percentage of receipts or sales or by reason of being based on the income or profits of a debtor which derives substantially all of its income with respect to the property securing such debt from the leasing of substantially all of such property to tenants, to the extent that the rents paid by the tenants would qualify as rents from real property if the Company earned such amounts directly.

If we fail to satisfy one or both of the 75% or 95% gross income tests for any taxable year, we may nevertheless qualify as a REIT for such year if we are eligible for certain relief provisions provided by the Internal Revenue Code. These relief provisions generally will be available if (1) following our identification of the failure, we file a schedule for such taxable year describing each item of our gross income, and (2) the failure to meet such tests was due to reasonable cause and not due to willful neglect. It is not now possible to determine the circumstances under which we may be entitled to the benefit of these relief provisions. If these relief provisions apply, a 100% tax is imposed on an amount equal to (1) the gross income attributable to (i) 75% of our gross income over the amount of qualifying gross income for purposes of the 75% gross income test and (ii) 95% of our gross income over the amount of qualifying gross income for purposes of the 95% gross income test, multiplied by (2) a fraction intended to reflect our profitability. The Secretary of the Treasury is given broad authority to determine whether particular items of income or gain qualify under the 75% and 95% gross income tests and to exclude items from the measure of gross income for such purposes.

*Asset Tests* Within 30 days after the close of each quarter of our taxable year, we must also satisfy several tests relating to the nature and diversification of our assets determined in accordance with generally accepted accounting principles. At least 75% of the value of our total assets must be represented by real estate assets (including interests in real property, interests in mortgages on real property or on interests in real property, shares in other REITs and debt instruments issued by publicly offered REITs), cash, cash items (including receivables arising in the ordinary course of our operation), government securities and qualified temporary investments (the “75% asset test”). Although the remaining 25% of our assets generally may be invested without restriction, we are prohibited from owning securities representing more than 10% of either the vote (the “10% vote test”) or value (the “10% value test”) of the outstanding securities of any issuer other than another REIT or a taxable REIT subsidiary. Further, no more than 20% of our total assets may be represented by securities of one or more taxable REIT subsidiaries (the “20% asset test”) and no more than 5% of the value of our total assets may be represented by securities of any non-governmental issuer other than a qualified REIT subsidiary (the “5% asset test”), another REIT or a taxable REIT subsidiary. Each of the 10% vote test, the 10% value test and the 20% and 5% asset tests must be satisfied at the end of each quarter. There are special rules which provide relief if the value-related tests are not satisfied due to changes in the value of the assets of a REIT.

Certain items are excluded from the 10% value test, including: (1) straight debt securities meeting certain requirements; (2) any loan to an individual or an estate; (3) any rental agreement described in Section 467 of the Internal Revenue Code, other than with a “related person”; (4) any obligation to pay rents from real property; (5) certain securities issued by a state or any subdivision thereof, the District of Columbia, a non-U.S. government, or any political subdivision thereof, or the Commonwealth of Puerto Rico; (6) any security issued by a REIT; and (7) any other arrangement that, as determined by the Secretary of the Treasury, is excepted from the definition of security (“10% Value Excluded Securities”). If a REIT, or its taxable REIT subsidiary, holds (1) straight debt securities of a corporate or partnership issuer and (2) securities of such issuer that are not 10% Value Excluded Securities and have an aggregate value greater than 1% of such issuer’s outstanding securities, the straight debt securities will be included in the 10% value test.

A REIT’s interest as a partner in a partnership is not treated as a security for purposes of applying the 10% value test to securities issued by the partnership. Further, any debt instrument issued by a partnership that is not a 10% Value Excluded Security will not be a security for purposes of applying the 10% value test (1) to the extent of the REIT’s interest as a partner in the partnership or (2) if at least 75% of the partnership’s gross income (excluding gross income from prohibited transactions) would qualify for the 75% gross income test. For purposes of the 10% value test, a REIT’s interest in a partnership’s assets is determined by the REIT’s proportionate interest in any securities issued by the partnership (other than the excluded securities described in the preceding paragraph).

If a REIT or its “qualified business unit” uses a non-U.S. currency as its functional currency, the term “cash” includes such non-U.S. currency, but only to the extent such non-U.S. currency is (i) held for use in the normal course of the activities of the REIT or “qualified business unit” which give rise to items of income or gain that are included in the 95% and 75% gross income tests or are directly related to acquiring or holding assets qualifying under the 75% asset test, and (ii) not held in connection with dealing or engaging in substantial and regular trading in securities.

With respect to corrections of failures as to violations of the 10% vote test, the 10% value test or the 5% asset test, a REIT may avoid disqualification as a REIT by disposing of sufficient assets to cure a violation due to the ownership of assets that do not exceed the lesser of 1% of the REIT’s assets at the end of the relevant quarter or \$10,000,000, provided that the disposition occurs within six months following the last day of the quarter in which the REIT first identified the violation. For violations of any of the REIT asset tests due to reasonable cause and not willful neglect that exceed the thresholds described in the preceding

sentence, a REIT can avoid disqualification as a REIT after the close of a taxable quarter by taking certain steps, including disposition of sufficient assets within the six month period described above to meet the applicable asset test, paying a tax equal to the greater of \$50,000 or the highest corporate tax rate multiplied by the net income generated by the non-qualifying assets during the period of time that the assets were held as non-qualifying assets and filing a schedule with the Internal Revenue Service that describes the non-qualifying assets.

*Investments in Taxable REIT Subsidiaries* REITs may own more than 10% of the voting power and value of securities in taxable REIT subsidiaries. Unlike a qualified REIT subsidiary, other disregarded entity or partnership, the income and assets of a taxable REIT subsidiary are not attributable to the REIT for purposes of satisfying the income and asset ownership requirements applicable to REIT qualification. We and any taxable corporate entity in which we own an interest, directly or indirectly, are allowed to jointly elect to treat such entity as a “taxable REIT subsidiary.”

Certain of our subsidiaries have elected or will elect taxable REIT subsidiary status. Taxable REIT subsidiaries are subject to full corporate level U.S. federal taxation on their earnings but are permitted to engage in certain types of activities that cannot be performed directly by REITs without jeopardizing the REIT status of their parent REIT. The taxes to which our taxable REIT subsidiaries are subject will reduce the cash available for such taxable REIT subsidiaries to distribute as dividends to us.

The Internal Revenue Service may redetermine amounts from transactions between a REIT and its taxable REIT subsidiary where there is a lack of arm’s-length dealing between the parties. Any taxable income allocated to, or deductible expenses allocated away, from a taxable REIT subsidiary would increase its tax liability. Further, certain amounts from certain transactions involving a REIT and its taxable REIT subsidiaries could be subject to a 100% tax if not conducted on an arm’s length basis.

A taxable REIT subsidiary does not include any corporation that directly or indirectly operates or manages a lodging facility or a health care facility unless such facility is operated on behalf of such subsidiary by a person that is an independent contractor and certain other requirements are met. The failure of a subsidiary of ours to qualify as a taxable REIT subsidiary as a result of operating a lodging facility or a health care facility could have an adverse effect on the Company’s ability to comply with the REIT income and asset tests, and thus could impair the Company’s ability to qualify as a REIT unless the Company could avail itself of certain relief provisions under the Code.

For tax years beginning after December 31, 2022, the Inflation Reduction Act of 2022 (“IRA”) imposes among other things, a 15% Corporate Alternative Minimum Tax (“Corporate AMT”) on certain U.S. corporations with average adjusted financial statement income in excess of \$1 billion. Although, by its terms, the Corporate AMT is not applicable to REITs, it is not certain whether or how the Corporate AMT would apply to our TRSs.

In December 2022, Treasury issued Notice 2023-7, indicating its intention to propose regulations and provide other guidance regarding the Corporate AMT and issuing certain interim rules on which taxpayers may rely. Until further regulations and guidance from the IRS and Treasury are released, the impact of the Corporate AMT on our TRSs is uncertain and it is possible that our taxable REIT subsidiaries will be subject to material U.S. federal income taxes under the Corporate AMT.

*Investments in REIT Subsidiaries* The Company, through Welltower OP, owns and may acquire direct or indirect interests in one or more entities that have elected or will elect to be taxed as REITs under the Code (each, a “Subsidiary REIT”). A Subsidiary REIT is subject to the various REIT qualification requirements and other limitations described herein that are applicable to the Company. If a Subsidiary REIT were to fail to qualify as a REIT, then (i) that Subsidiary REIT would become subject to U.S. federal income tax and (ii) the Subsidiary REIT’s failure to qualify could have an adverse effect on the Company’s ability to comply with the REIT income and asset tests, and thus could impair the Company’s ability to qualify as a REIT unless the Company could avail itself of certain relief provisions under the Code.

*Annual Distribution Requirements* In order to avoid being taxed as a regular corporation, we are required to make distributions (other than capital gain distributions) to our stockholders which qualify for the dividends paid deduction in an amount at least equal to (1) the sum of (i) 90% of our “REIT taxable income” (computed without regard to the dividends paid deduction and our net capital gain) and (ii) 90% of the after-tax net income, if any, from foreclosure property, minus (2) a portion of certain items of non-cash income. These distributions must be paid in the taxable year to which they relate, or in the following taxable year if declared before we timely file our tax return for that year and if paid on or before the first regular distribution payment after such declaration. Prior to 2014, with respect to all REITs the amount distributed could not be preferential. This means that every stockholder of the class of stock to which a distribution is made must be treated the same as every other stockholder of that class, and no class of stock may be treated otherwise than in accordance with its dividend rights as a class (the “preferential dividend rule”). The preferential dividend rule no longer applies to publicly offered REITs, however, the rule is still applicable to REITs which are not publicly offered, which would include several of our Subsidiary REITs. To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100%, of our “REIT taxable income,” as adjusted, we will be subject to tax on the undistributed amount at regular corporate tax rates. As discussed above, we may be subject to an excise tax if we fail to meet certain other distribution requirements. Although we intend to make timely distributions sufficient to satisfy these annual distribution requirements for subsequent years, economic, market, legal, tax or other factors could limit our ability to meet those requirements.

It is also possible that, from time to time, we may not have sufficient cash or other liquid assets to meet the 90% distribution requirement, or to distribute such greater amount as may be necessary to avoid income and excise taxation, due to, among other things, (1) timing differences between (i) cash receipts and cash expenditures and (ii) the inclusion of income and deduction of expenses in arriving at our taxable income, or (2) the payment of expenditures that may not be deductible to us. In the event that timing differences occur, we may find it necessary to arrange for borrowings or, if possible, pay dividends in the form of taxable stock dividends in order to meet the distribution requirement.

Under certain circumstances, including in the event of a deficiency determined by the Internal Revenue Service, we may be able to rectify a resulting failure to meet the distribution requirement for a year by paying “deficiency dividends” to stockholders in a later year, which may be included in our deduction for distributions paid for the earlier year. Thus, we may be able to avoid being disqualified as a REIT and/or taxed on amounts distributed as deficiency dividends; however, we will be required to pay applicable penalties and interest based upon the amount of any deduction taken for deficiency dividend distributions.

*Failure to Qualify as a REIT* If we fail to qualify for taxation as a REIT in any taxable year, we will be subject to U.S. federal income tax on our taxable income at regular corporate rates. Distributions to stockholders in any year in which we fail to qualify as a REIT will not be deductible by us. As a result, we anticipate that our failure to qualify as a REIT would reduce the cash available for distribution by us to our stockholders. In addition, if we fail to qualify as a REIT, we will not be required to distribute any amounts to our stockholders, and all distributions to stockholders will be taxable as regular corporate dividends to the extent of our current and accumulated earnings and profits. In such event, corporate stockholders may be eligible for the dividends-received deduction. In addition, non-corporate stockholders, including individuals, may be eligible for the preferential tax rates on qualified dividend income. Non-corporate stockholders, including individuals, generally may deduct up to 20% of dividends from a REIT, other than capital gain dividends and dividends treated as qualified dividend income, for taxable years beginning before January 1, 2026 for purposes of determining their U.S. federal income tax, subject to certain holding period requirements and other limitations. If we fail to qualify as a REIT, such stockholders may not claim this deduction with respect to dividends paid by us. Unless entitled to relief under specific statutory provisions, we also will be disqualified from taxation as a REIT for the four taxable years following the year during which qualification was lost. It is not possible to state whether in all circumstances we would be entitled to statutory relief. Failure to qualify for even one year could result in our need to incur indebtedness or liquidate investments in order to pay potentially significant resulting tax liabilities.

In addition to the relief described above under “Income Tests” and “Asset Tests,” statutory relief is available in the event that we violate a provision of the Internal Revenue Code that would result in our failure to qualify as a REIT if: (1) the violation is due to reasonable cause and not due to willful neglect; (2) we pay a penalty of \$50,000 for each failure to satisfy the provision; and (3) the violation does not include a violation described under “Income Tests” or “Asset Tests” above. It is not now possible to determine the circumstances under which we may be entitled to the benefit of these relief provisions.

***Material U.S. Federal Income Tax Consequences to Holders of Our Stock and the Debt Securities of the Company and Welltower OP***

The following discussion is a summary of the material U.S. federal income tax consequences to you of acquiring, owning and disposing of stock of the Company or debt securities of the Company or Welltower OP. This discussion is limited to holders who hold stock of the Company or debt securities of the Company or Welltower OP as “capital assets” within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion does not address all U.S. federal income tax consequences relevant to a holder’s particular circumstances, including the alternative minimum tax. In addition, except where specifically noted, it does not address consequences relevant to holders subject to special rules, including, without limitation:

- U.S. expatriates and former citizens or long-term residents of the United States;
- U.S. holders (as defined below) whose functional currency is not the U.S. dollar;
- persons holding stock or debt securities as part of a hedge, straddle or other risk reduction strategy or as part of a conversion transaction or other integrated investment;
- banks, insurance companies, and other financial institutions;
- REITs or regulated investment companies;
- brokers, dealers or traders in securities;
- “controlled foreign corporations,” “passive foreign investment companies,” and corporations that accumulate earnings to avoid U.S. federal income tax;
- S corporations, partnerships or other entities or arrangements treated as partnerships for U.S. federal income tax purposes (and investors therein);
- tax-exempt organizations or governmental organizations;



- persons subject to special tax accounting rules as a result of any item of gross income with respect to stock or debt securities being taken into account in an applicable financial statement;
- persons deemed to sell stock or debt securities under the constructive sale provisions of the Code; and
- persons who hold or receive our stock pursuant to the exercise of any employee stock option or otherwise as compensation.

**THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT INTENDED AS TAX ADVICE. INVESTORS SHOULD CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO THEIR PARTICULAR SITUATIONS AS WELL AS ANY TAX CONSEQUENCES OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF OUR STOCK OR DEBT SECURITIES ARISING UNDER OTHER U.S. FEDERAL TAX LAWS (INCLUDING ESTATE AND GIFT TAX LAWS), UNDER THE LAWS OF ANY STATE, LOCAL OR NON-U.S. TAXING JURISDICTION OR UNDER ANY APPLICABLE TAX TREATY.**

For purposes of this discussion, a “U.S. holder” is a beneficial owner of stock of the Company or debt securities of the Company or Welltower OP that, for U.S. federal income tax purposes, is or is treated as:

- an individual who is a citizen or resident of the United States;
- an entity classified as a corporation created or organized under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust that (1) is subject to the primary supervision of a U.S. court and the control of one or more “United States persons” (within the meaning of Section 7701(a)(30) of the Code) or (2) has a valid election in effect to be treated as a United States person for U.S. federal income tax purposes.

For purposes of this discussion, a “non-U.S. holder” is any beneficial owner of our stock or debt securities that is neither a U.S. holder nor an entity treated as a partnership for U.S. federal income tax purposes.

If an entity treated as a partnership for U.S. federal income tax purposes holds our stock or debt securities, the tax treatment of a partner in the partnership will depend on the status of the partner, the activities of the partnership and certain determinations made at the partner level. Accordingly, partnerships holding stock of the Company or debt securities of the Company or Welltower OP and the partners in such partnerships should consult their tax advisors regarding the U.S. federal income tax consequences to them.

### ***Taxation of Taxable U.S. Holders of Our Stock***

*Distributions Generally* Distributions out of our current or accumulated earnings and profits will be treated as dividends and, other than with respect to capital gain dividends and certain amounts which have previously been subject to corporate level tax, as discussed below, will be taxable to our taxable U.S. holders as ordinary income when actually or constructively received. See “Tax Rates” below. As long as we qualify as a REIT, these distributions will not be eligible for the dividends-received deduction in the case of U.S. holders that are corporations or, except to the extent described in “Tax Rates” below, the preferential rates on qualified dividend income applicable to non-corporate U.S. holders, including individuals. For purposes of determining whether distributions to holders of our stock are out of our current or accumulated earnings and profits, our earnings and profits will be allocated first to our outstanding preferred stock, if any, and then to our outstanding common stock.

To the extent that we make distributions on our stock in excess of our current and accumulated earnings and profits allocable to such stock, these distributions will be treated first as a tax-free return of capital to a U.S. holder to the extent of the U.S. holder’s adjusted tax basis in such shares of stock. This treatment will reduce the U.S. holder’s adjusted tax basis in such shares of stock by such amount, but not below zero. Distributions in excess of our current and accumulated earnings and profits and in excess of a U.S. holder’s adjusted tax basis in its shares will be taxable as capital gain. Such gain will be taxable as long-term capital gain if the shares have been held for more than one year. Dividends we declare in October, November, or December of any year and which are payable to a holder of record on a specified date in any of these months will be treated as both paid by us and received by the holder on December 31 of that year, provided we actually pay the dividend on or before January 31 of the following year. U.S. holders may not include in their own income tax returns any of our net operating losses or capital losses.

U.S. holders that receive taxable stock distributions, including distributions partially payable in our common stock and partially payable in cash, would be required to include the full amount of the distribution (i.e., the cash and the stock portion) as a dividend (subject to limited exceptions) to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes, as described above. The amount of any distribution payable in our common stock generally is equal to the amount of cash that could have been received instead of the common stock. Depending on the circumstances of a U.S. holder, the tax on the distribution may exceed the amount of the distribution received in cash, in which case such U.S. holder would

have to pay the tax using cash from other sources. If a U.S. holder sells the common stock it received in connection with a taxable stock distribution in order to pay this tax and the proceeds of such sale are less than the amount required to be included in income with respect to the stock portion of the distribution, such U.S. holder could have a capital loss with respect to the stock sale that could not be used to offset such income. A U.S. holder that receives common stock pursuant to such distribution generally has a tax basis in such common stock equal to the amount of cash that could have been received instead of such common stock as described above, and has a holding period in such common stock that begins on the day immediately following the payment date for the distribution.

*Capital Gain Dividends* Dividends that we properly designate as capital gain dividends will be taxable to our taxable U.S. holders as a gain from the sale or disposition of a capital asset held for more than one year, to the extent that such gain does not exceed our actual net capital gain for the taxable year. U.S. holders that are corporations may, however, be required to treat up to 20% of certain capital gain dividends as ordinary income.

*Retention of Net Capital Gains* We may elect to retain, rather than distribute as a capital gain dividend, all or a portion of our net capital gains. If we make this election, we would pay tax on our retained net capital gains. In addition, to the extent we so elect, our earnings and profits (determined for U.S. federal income tax purposes) would be adjusted accordingly, and a U.S. holder generally would:

- include its pro rata share of our undistributed capital gain in computing its long-term capital gains in its U.S. federal income tax return for its taxable year in which the last day of our taxable year falls, subject to certain limitations as to the amount that is includable;
- be deemed to have paid its share of the capital gains tax imposed on us on the designated amounts included in the U.S. holder's income as long-term capital gain;
- receive a credit or refund for the amount of tax deemed paid by it; and
- increase the adjusted tax basis of its stock by the difference between the amount of includable gains and the tax deemed to have been paid by it.

In addition, a U.S. holder that is a corporation is required to appropriately adjust its earnings and profits for the retained capital gains in accordance with Treasury Regulations. These Treasury Regulations have not yet been promulgated so the appropriate method for making such adjustment is unclear.

*Passive Activity Losses and Investment Interest Limitations* Distributions we make and gain arising from the sale or exchange of our stock by a U.S. holder will not be treated as passive activity income. As a result, U.S. holders generally will not be able to apply any "passive losses" against this income or gain. A U.S. holder generally may elect to treat capital gain dividends, capital gains from the disposition of our stock and income designated as qualified dividend income, as described in "Tax Rates" below, as investment income for purposes of computing the investment interest limitation, but in such case, the holder will be taxed at ordinary income rates on such amount. Other distributions made by us, to the extent they do not constitute a return of capital, generally will be treated as investment income for purposes of computing the investment interest limitation.

*Dispositions of Our Stock* Except as described below under "Redemption or Repurchase by Us," if a U.S. holder sells or disposes of shares of our stock, it will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount of cash and the fair market value of any property received on the sale or other disposition of the shares and the holder's adjusted tax basis in the shares. This gain or loss, except as provided below, will be long-term capital gain or loss if the holder has held such stock for more than one year. However, if a U.S. holder recognizes a loss upon the sale or other disposition of stock that it has held for six months or less, after applying certain holding period rules, the loss recognized will be treated as a long-term capital loss to the extent the U.S. holder received distributions from us which were required to be treated as long-term capital gains. The deductibility of capital losses is subject to limitations.

*Redemption or Repurchase by Us* A redemption or repurchase of shares of our stock will be treated under Section 302 of the Code as a distribution (and taxable as a dividend to the extent of our current and accumulated earnings and profits as described above under "Distributions Generally") unless the redemption or repurchase satisfies one of the tests set forth in Section 302(b) of the Code and is therefore treated as a sale or exchange of the redeemed or repurchased shares. The redemption or repurchase generally will be treated as a sale or exchange if it:

- is "substantially disproportionate" with respect to the U.S. holder,
- results in a "complete redemption" of the U.S. holder's stock interest in us, or
- is "not essentially equivalent to a dividend" with respect to the U.S. holder,

all within the meaning of Section 302(b) of the Code.

In determining whether any of these tests has been met, shares of our stock, including common stock and other equity interests in us, considered to be owned by the U.S. holder by reason of certain constructive ownership rules set forth in the Code, as well as shares of our stock actually owned by the U.S. holder, generally must be taken into account. Because the determination as to whether any of the alternative tests of Section 302(b) of the Code will be satisfied with respect to the U.S. holder depends upon the facts and circumstances at the time that the determination must be made, U.S. holders are advised to consult their tax advisors to determine such tax treatment.

If a redemption or repurchase of shares of our stock is treated as a distribution, the amount of the distribution will be measured by the amount of cash and the fair market value of any property received. See “Distributions Generally.” A U.S. holder’s adjusted tax basis in the redeemed or repurchased shares generally will be transferred to the holder’s remaining shares of our stock, if any. If a U.S. holder owns no other shares of our stock, under certain circumstances, such basis may be transferred to a related person or it may be lost entirely. Prospective investors should consult their tax advisors regarding the U.S. federal income tax consequences of a redemption or repurchase of our stock.

If a redemption or repurchase of shares of our stock is not treated as a distribution, it will be treated as a taxable sale or exchange in the manner described under “Dispositions of Our Stock.”

**Tax Rates** Currently, the maximum tax rate for non-corporate taxpayers for (1) long-term capital gains, including certain “capital gain dividends,” generally is 20% (although depending on the characteristics of the assets which produced these gains and on designations which we may make, certain capital gain dividends may be taxed at a 25% rate) and (2) “qualified dividend income” generally is 20%. In general, dividends payable by REITs are not eligible for the reduced tax rate applicable to qualified dividend income, except to the extent that certain holding period requirements have been met and the REIT’s dividends are attributable to dividends received from taxable corporations (such as its taxable REIT subsidiaries) or to income that was subject to tax at the corporate/REIT level (for example, if the REIT distributed taxable income that it retained and paid tax on in the prior taxable year). Capital gain dividends will only be eligible for the rates described above to the extent that they are properly designated by us as “capital gain dividends.” As mentioned above, U.S. holders that are corporations may be required to treat up to 20% of some capital gain dividends as ordinary income. In addition, non-corporate U.S. holders, including individuals, generally may deduct up to 20% of dividends from a REIT, other than capital gain dividends and dividends treated as qualified dividend income, for taxable years beginning before January 1, 2026 for purposes of determining their U.S. federal income tax (but not for purposes of the 3.8% Medicare tax), subject to certain holding period requirements and other limitations.

#### ***Taxation of Tax-Exempt U.S. Holders of Our Stock***

Dividend income from us and gain arising upon a sale of shares of our stock generally should not be unrelated business taxable income (“UBTI”) to a tax-exempt U.S. holder, except as described below. This income or gain will be UBTI, however, to the extent a tax-exempt U.S. holder holds its shares as “debt-financed property” within the meaning of the Code. Generally, “debt-financed property” is property the acquisition or holding of which was financed through a borrowing by the tax-exempt holder.

For tax-exempt U.S. holders that are social clubs, voluntary employee benefit associations or supplemental unemployment benefit trusts exempt from U.S. federal income taxation under Sections 501(c)(7), (c)(9) or (c)(17) of the Code, respectively, income from an investment in our shares will constitute UBTI unless the organization is able to properly claim a deduction for amounts set aside or placed in reserve for specific purposes so as to offset the income generated by its investment in our shares. These prospective investors should consult their tax advisors concerning these “set aside” and reserve requirements.

Notwithstanding the above, however, a portion of the dividends paid by a “pension-held REIT” may be treated as UBTI as to certain trusts that hold more than 10%, by value, of the interests in the REIT. A REIT will not be a “pension-held REIT” if it is able to satisfy the “not closely held” requirement without relying on the “look-through” exception with respect to certain trusts or if such REIT is not “predominantly held” by “qualified trusts.” As a result of restrictions on ownership and transfer of our stock contained in our charter, we do not expect to be classified as a “pension-held REIT,” and as a result, the tax treatment described above should be inapplicable to our holders. However, because our common stock is (and, we anticipate, will continue to be) publicly traded, we cannot guarantee that this will always be the case.

#### ***Taxation of Non-U.S. Holders of Our Stock***

The following discussion addresses the rules governing U.S. federal income taxation of the acquisition, ownership and disposition of our stock by non-U.S. holders. These rules are complex, and no attempt is made herein to provide more than a brief summary of such rules. Accordingly, the discussion does not address all aspects of U.S. federal income taxation and does not address other federal, state, local or non-U.S. tax consequences that may be relevant to a non-U.S. holder in light of its particular circumstances. We urge non-U.S. holders to consult their tax advisors to determine the impact of U.S. federal, state, local and non-U.S. income and other tax laws and any applicable tax treaty on the acquisition, ownership and disposition of shares of our stock, including any reporting requirements.

**Distributions Generally** Distributions (including any taxable stock distributions) that are neither attributable to gains from sales or exchanges by us of United States real property interests (“USRPIs”) nor designated by us as capital gain dividends (except as described below) will be treated as dividends of ordinary income to the extent that they are made out of our current or accumulated earnings and profits. Such distributions ordinarily will be subject to withholding of U.S. federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty, unless the distributions are treated as effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such

dividends are attributable). Under certain treaties, however, lower withholding rates generally applicable to dividends do not apply to dividends from a REIT. Certain certification and disclosure requirements must be satisfied for a non-U.S. holder to be exempt from withholding under the effectively connected income exemption. Dividends that are treated as effectively connected with a U.S. trade or business generally will not be subject to withholding but will be subject to U.S. federal income tax on a net basis in the same manner as dividends paid to U.S. holders are subject to U.S. federal income tax. Any such dividends received by a non-U.S. holder that is a corporation may also be subject to an additional branch profits tax at a 30% rate (applicable after deducting U.S. federal income taxes paid on such effectively connected income) or such lower rate as may be specified by an applicable income tax treaty.

Except as otherwise provided below, we expect to withhold U.S. federal income tax at the rate of 30% on any distributions made to a non-U.S. holder unless:

- (1) a lower treaty rate applies and the non-U.S. holder furnishes an Internal Revenue Service Form W-8BEN or W-8BEN-E (or other applicable documentation) evidencing eligibility for that reduced treaty rate; or
- (2) the non-U.S. holder furnishes an Internal Revenue Service Form W-8ECI (or other applicable documentation) claiming that the distribution is income effectively connected with the non-U.S. holder's trade or business.

Distributions in excess of our current and accumulated earnings and profits will not be taxable to a non-U.S. holder to the extent that such distributions do not exceed the adjusted tax basis of the holder's stock, but rather will reduce the adjusted tax basis of such stock. To the extent that such distributions exceed the non-U.S. holder's adjusted tax basis in such stock, they generally will give rise to gain from the sale or exchange of such stock, the tax treatment of which is described below. However, such excess distributions may be treated as dividend income for certain non-U.S. holders. For withholding purposes, we expect to treat all distributions as made out of our current or accumulated earnings and profits. However, amounts withheld may be refundable if it is subsequently determined that the distribution was, in fact, in excess of our current and accumulated earnings and profits, provided that certain conditions are met.

*Capital Gain Dividends and Distributions Attributable to a Sale or Exchange of United States Real Property Interests* Distributions to a non-U.S. holder that we properly designate as capital gain dividends, other than those arising from the disposition of a USRPI, generally should not be subject to U.S. federal income taxation, unless:

- (1) the investment in our stock is treated as effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such dividends are attributable), in which case the non-U.S. holder will be subject to the same treatment as U.S. holders with respect to such gain, except that a non-U.S. holder that is a corporation may also be subject to a branch profits tax of up to 30%, as discussed above; or
- (2) the non-U.S. holder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and certain other conditions are met, in which case the non-U.S. holder will be subject to U.S. federal income tax at a rate of 30% on the non-U.S. holder's capital gains (or such lower rate specified by an applicable income tax treaty), which may be offset by U.S. source capital losses of such non-U.S. holder (even though the individual is not considered a resident of the United States), provided the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.

Pursuant to the Foreign Investment in Real Property Tax Act, which is referred to as "FIRPTA," distributions to a non-U.S. holder that are attributable to gain from sales or exchanges by us of USRPIs, whether or not designated as capital gain dividends, will cause the non-U.S. holder to be treated as recognizing such gain as income effectively connected with a U.S. trade or business. Non-U.S. holders generally would be taxed at the regular rates applicable to U.S. holders, subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals. We also will be required to withhold and to remit to the Internal Revenue Service 21% of any distribution to non-U.S. holders attributable to gain from sales or exchanges by us of USRPIs. Distributions subject to FIRPTA may also be subject to a 30% branch profits tax in the hands of a non-U.S. holder that is a corporation. The amount withheld is creditable against the non-U.S. holder's U.S. federal income tax liability. However, any distribution with respect to any class of stock that is "regularly traded," as defined by applicable Treasury Regulations, on an established securities market located in the United States is not subject to FIRPTA, and therefore, not subject to the 21% U.S. withholding tax described above, if the non-U.S. holder did not own more than 10% of such class of stock at any time during the one-year period ending on the date of the distribution. Instead, such distributions generally will be treated as ordinary dividend distributions and subject to withholding in the manner described above with respect to ordinary dividends. Furthermore, distributions to "qualified foreign pension funds" or entities all of the interests of which are held by "qualified pension funds" are exempt from FIRPTA. Non-U.S. holders should consult their tax advisors regarding the application of these rules.

*Retention of Net Capital Gains* Although the law is not clear on the matter, it appears that amounts we designate as retained net capital gains in respect of our stock should be treated with respect to non-U.S. holders as actual distributions of capital gain dividends. Under this approach, the non-U.S. holders may be able to offset as a credit against their U.S. federal income tax liability their proportionate share of the tax paid by us on such retained net capital gains and to receive from the Internal

Revenue Service a refund to the extent their proportionate share of such tax paid by us exceeds their actual U.S. federal income tax liability. If we were to designate any portion of our net capital gain as retained net capital gain, non-U.S. holders should consult their tax advisors regarding the taxation of such retained net capital gain.

*Sale of Our Stock* Except as described below under “Redemption or Repurchase by Us,” gain realized by a non-U.S. holder upon the sale, exchange or other taxable disposition of our stock generally will not be subject to U.S. federal income tax unless such stock constitutes a USRPI. In general, stock of a domestic corporation that is a “United States real property holding corporation,” or USRPHC, will constitute a USRPI. We believe that we are a USRPHC. Our stock will not, however, constitute a USRPI so long as we are a “domestically controlled qualified investment entity.” A “domestically controlled qualified investment entity” includes a REIT in which at all times during a five-year testing period less than 50% in value of its stock is held directly or indirectly by non-United States persons, subject to certain rules. For purposes of determining whether a REIT is a “domestically controlled qualified investment entity,” a person who at all applicable times holds less than 5% of a class of stock that is “regularly traded” is treated as a United States person unless the REIT has actual knowledge that such person is not a United States person. Because our common stock is (and, we anticipate, will continue to be) publicly traded, no assurance can be given that we are or will continue to be a “domestically controlled qualified investment entity.”

Even if we do not qualify as a “domestically controlled qualified investment entity” at the time a non-U.S. holder sells our stock, gain realized from the sale or other taxable disposition by a non-U.S. holder of such stock would not be subject to U.S. federal income tax under FIRPTA as a sale of a USRPI if:

(1) such class of stock is “regularly traded,” as defined by applicable Treasury Regulations, on an established securities market such as the New York Stock Exchange; and

(2) such non-U.S. holder owned, actually and constructively, 10% or less of such class of stock throughout the shorter of the five-year period ending on the date of the sale or other taxable disposition or the non-U.S. holder’s holding period.

In addition, dispositions of our stock by “qualified foreign pension funds” or entities all of the interests of which are held by “qualified foreign pension funds” are exempt from FIRPTA. Non-U.S. holders should consult their tax advisors regarding the application of these rules.

Notwithstanding the foregoing, gain from the sale, exchange or other taxable disposition of our stock not otherwise subject to FIRPTA will be taxable to a non-U.S. holder if either (a) the investment in our stock is treated as effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such gain is attributable), in which case the non-U.S. holder will be subject to the same treatment as U.S. holders with respect to such gain, except that a non-U.S. holder that is a corporation may also be subject to the 30% branch profits tax (or such lower rate as may be specified by an applicable income tax treaty) on such gain, as adjusted for certain items, or (b) the non-U.S. holder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and certain other conditions are met, in which case the non-U.S. holder will be subject to a 30% tax on the non-U.S. holder’s capital gains (or such lower rate specified by an applicable income tax treaty), which may be offset by U.S. source capital losses of the non-U.S. holder (even though the individual is not considered a resident of the United States), provided the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses. In addition, even if we are a domestically controlled qualified investment entity, upon disposition of our stock, a non-U.S. holder may be treated as having gain from the sale or other taxable disposition of a USRPI if the non-U.S. holder (1) disposes of such stock within a 30-day period preceding the ex-dividend date of a distribution, any portion of which, but for the disposition, would have been treated as gain from the sale or exchange of a USRPI and (2) acquires, or enters into a contract or option to acquire, or is deemed to acquire, other shares of that stock during the 61-day period beginning with the first day of the 30-day period described in clause (1), unless such class of stock is “regularly traded” and the non-U.S. holder did not own more than 10% of such class of stock at any time during the one-year period ending on the date of the distribution described in clause (1).

If gain on the sale, exchange or other taxable disposition of our stock were subject to taxation under FIRPTA or otherwise as a result of being effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States, the non-U.S. holder would be required to file a U.S. federal income tax return and would be subject to regular U.S. federal income tax with respect to such gain in the same manner as a taxable U.S. holder (subject to any applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals). In addition, if the sale, exchange or other taxable disposition of our stock were subject to taxation under FIRPTA, and if shares of the applicable class of our stock were not “regularly traded” on an established securities market, the purchaser of such stock generally would be required to withhold and remit to the Internal Revenue Service 15% of the purchase price.

*Redemption or Repurchase by Us* A redemption or repurchase of shares of our stock will be treated under Section 302 of the Code as a distribution (and taxable as a dividend to the extent of our current and accumulated earnings and profits) unless the redemption or repurchase satisfies one of the tests set forth in Section 302(b) of the Code and is therefore treated as a sale or exchange of the redeemed or repurchased shares. See “Redemption or Repurchase by Us” under “Taxation of Taxable U.S. Holders of Our Stock” above. Qualified shareholders and their owners may be subject to different rules, and should consult

their tax advisors regarding the application of such rules. If the redemption or repurchase of shares is treated as a distribution, the amount of the distribution will be measured by the amount of cash and the fair market value of any property received. See “Distributions Generally” above. If the redemption or repurchase of shares is not treated as a distribution, it will be treated as a taxable sale or exchange in the manner described above under “- Sale of Our Stock.”

### ***Taxation of Holders of Debt Securities of the Company or Welltower OP***

The following summary describes the material U.S. federal income tax consequences of acquiring, owning and disposing of debt securities of the Company or Welltower OP. This discussion assumes the debt securities will be issued with less than a statutory de minimis amount of original issue discount for U.S. federal income tax purposes. In addition, this discussion is limited to persons purchasing the debt securities for cash at original issue and at their original “issue price” within the meaning of Section 1273 of the Code (i.e., the first price at which a substantial amount of the debt securities is sold to the public for cash).

#### *U.S. Holders*

**Payments of Interest.** Interest on a debt security generally will be taxable to a U.S. holder as ordinary income at the time such interest is received or accrued, in accordance with such U.S. holder’s method of accounting for U.S. federal income tax purposes.

**Sale or Other Taxable Disposition** A U.S. holder will recognize gain or loss on the sale, exchange, redemption, retirement or other taxable disposition of a debt security. The amount of such gain or loss generally will be equal to the difference between the amount received for the debt security in cash or other property valued at fair market value (less amounts attributable to any accrued but unpaid interest, which will be taxable as interest to the extent not previously included in income) and the U.S. holder’s adjusted tax basis in the debt security. A U.S. holder’s adjusted tax basis in a debt security generally will be equal to the amount the U.S. holder paid for the debt security. Any gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if the U.S. holder has held the debt security for more than one year at the time of such sale or other taxable disposition. Otherwise, such gain or loss will be short-term capital gain or loss. Long-term capital gains recognized by certain non-corporate U.S. holders, including individuals, generally will be taxable at reduced rates. The deductibility of capital losses is subject to limitations.

#### *Non-U.S. Holders*

**Payments of Interest.** Interest paid on a debt security to a non-U.S. holder that is not effectively connected with the non-U.S. holder’s conduct of a trade or business within the United States generally will not be subject to U.S. federal income tax or withholding, provided that:

- the non-U.S. holder does not, actually or constructively, own 10% or more of the total combined voting power of all classes of our voting stock;
- the non-U.S. holder is not a controlled foreign corporation related to us through actual or constructive stock ownership; and
- either (1) the non-U.S. holder certifies in a statement provided to the applicable withholding agent under penalties of perjury that it is not a United States person and provides its name and address; (2) a securities clearing organization, bank or other financial institution that holds customers’ securities in the ordinary course of its trade or business and holds the debt security on behalf of the non-U.S. holder certifies to the applicable withholding agent under penalties of perjury that it, or the financial institution between it and the non-U.S. holder, has received from the non-U.S. holder a statement under penalties of perjury that such holder is not a United States person and provides the applicable withholding agent with a copy of such statement; or (3) the non-U.S. holder holds its debt security directly through a “qualified intermediary” (within the meaning of the applicable Treasury Regulations) and certain conditions are satisfied.

If a non-U.S. holder does not satisfy the requirements above, such non-U.S. holder will be subject to withholding tax of 30%, subject to a reduction in or an exemption from withholding on such interest as a result of an applicable tax treaty. To claim such entitlement, the non-U.S. holder must provide the applicable withholding agent with a properly executed Internal Revenue Service Form W-8BEN or W-8BEN-E (or other applicable documentation) claiming a reduction in or exemption from withholding tax under the benefit of an income tax treaty between the United States and the country in which the non-U.S. holder resides or is established.

If interest paid to a non-U.S. holder is effectively connected with the non-U.S. holder’s conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such interest is attributable), the non-U.S. holder will be exempt from the U.S. federal withholding tax described above. To claim the exemption, the non-U.S. holder must furnish to the applicable withholding agent a valid Internal Revenue Service Form W-8ECI, certifying that interest paid on a debt security is not subject to withholding tax because it is effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States.

Any such effectively connected interest generally will be subject to U.S. federal income tax at the regular rates. A non-U.S. holder that is a corporation may also be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected interest, as adjusted for certain items.

The certifications described above must be provided to the applicable withholding agent prior to the payment of interest and must be updated periodically. Non-U.S. holders that do not timely provide the applicable withholding agent with the required certification, but that qualify for a reduced rate under an applicable income tax treaty, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the Internal Revenue Service. Non-U.S. holders should consult their tax advisors regarding their entitlement to benefits under any applicable income tax treaty.

*Sale or Other Taxable Disposition* A non-U.S. holder will not be subject to U.S. federal income tax on any gain realized upon the sale, exchange, redemption, retirement or other taxable disposition of a debt security (such amount excludes any amount allocable to accrued and unpaid interest, which generally will be treated as interest and may be subject to the rules discussed above in “Payments of Interest”) unless:

- the gain is effectively connected with the non-U.S. holder’s conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, the non-U.S. holder maintains a permanent establishment in the United States to which such gain is attributable); or
- the non-U.S. holder is a nonresident alien individual present in the United States for 183 days or more during the taxable year of the disposition and certain other requirements are met.

Gain described in the first bullet point above generally will be subject to U.S. federal income tax on a net income basis at the regular rates. A non-U.S. holder that is a corporation also may be subject to a branch profits tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on such effectively connected gain, as adjusted for certain items.

A non-U.S. holder described in the second bullet point above will be subject to U.S. federal income tax at a rate of 30% (or such lower rate specified by an applicable income tax treaty) on gain realized upon the sale or other taxable disposition of a debt security, which may be offset by U.S. source capital losses of the non-U.S. holder (even though the individual is not considered a resident of the United States), provided the non-U.S. holder has timely filed U.S. federal income tax returns with respect to such losses.

Non-U.S. holders should consult their tax advisors regarding any applicable income tax treaties that may provide for different rules.

### ***Information Reporting and Backup Withholding***

*U.S. Holders* A U.S. holder may be subject to information reporting and backup withholding when such holder receives payments on stock of the Company or debt securities of the Company or Welltower OP or proceeds from the sale or other taxable disposition of such stock or debt securities (including a redemption or retirement of a debt security). Certain U.S. holders are exempt from backup withholding, including corporations and certain tax-exempt organizations. A U.S. holder will be subject to backup withholding if such holder is not otherwise exempt and:

- the holder fails to furnish the holder’s taxpayer identification number, which for an individual is ordinarily his or her social security number;
- the holder furnishes an incorrect taxpayer identification number;
- the applicable withholding agent is notified by the Internal Revenue Service that the holder previously failed to properly report payments of interest or dividends; or
- the holder fails to certify under penalties of perjury that the holder has furnished a correct taxpayer identification number and that the Internal Revenue Service has not notified the holder that the holder is subject to backup withholding.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a U.S. holder’s U.S. federal income tax liability, provided the required information is timely furnished to the Internal Revenue Service. U.S. holders should consult their tax advisors regarding their qualification for an exemption from backup withholding and the procedures for obtaining such an exemption.

*Non-U.S. Holders* Payments of dividends on stock of the Company or interest on debt securities of the Company or Welltower OP generally will not be subject to backup withholding, provided the applicable withholding agent does not have actual knowledge or reason to know the holder is a United States person and the holder either certifies its non-U.S. status, such as by furnishing a valid Internal Revenue Service Form W-8BEN, W-8BEN-E or W-8ECI, or otherwise establishes an exemption. However, information returns are required to be filed with the Internal Revenue Service in connection with any distributions on stock of the Company or interest on debt securities of the Company or Welltower OP paid to the non-U.S. holder, regardless of whether such distributions constitute a dividend or whether any tax was actually withheld. In addition,

proceeds of the sale or other taxable disposition of such stock or debt securities (including a retirement or redemption of a debt security) within the United States or conducted through certain U.S.-related brokers generally will not be subject to backup withholding or information reporting if the applicable withholding agent receives the certification described above and does not have actual knowledge or reason to know that such holder is a United States person, or the holder otherwise establishes an exemption. Proceeds of a disposition of such stock or debt securities conducted through a non-U.S. office of a non-U.S. broker generally will not be subject to backup withholding or information reporting.

Copies of information returns that are filed with the Internal Revenue Service may also be made available under the provisions of an applicable treaty or agreement to the tax authorities of the country in which the non-U.S. holder resides or is established.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the Internal Revenue Service.

#### ***Medicare Contribution Tax on Unearned Income***

Certain U.S. holders that are individuals, estates or trusts are required to pay an additional 3.8% tax on, among other things, dividends on stock, interest on debt obligations, and capital gains from the sale or other disposition of stock or debt obligations, subject to certain limitations. U.S. holders should consult their tax advisors regarding the effect, if any, of these rules on their ownership and disposition of our stock or debt securities.

#### ***Additional Withholding Tax on Payments Made to Non-U.S. Accounts***

Withholding taxes may be imposed under Sections 1471 to 1474 of the Code (such sections commonly referred to as the Foreign Account Tax Compliance Act ("FATCA")) on certain types of payments made to non-U.S. financial institutions and certain other non-U.S. entities. Specifically, a 30% withholding tax may be imposed on dividends on stock of the Company, interest on debt securities of the Company or Welltower OP, in each case paid to a "foreign financial institution" or a "non-financial foreign entity" (each as defined in the Code), unless (1) the foreign financial institution undertakes certain diligence and reporting obligations, (2) the non-financial foreign entity either certifies it does not have any "substantial United States owners" (as defined in the Code) or furnishes identifying information regarding each substantial United States owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If the payee is a foreign financial institution and is subject to the diligence and reporting requirements in clause (1) above, it must enter into an agreement with the U.S. Department of the Treasury requiring, among other things, that it undertake to identify accounts held by certain "specified United States persons" or "United States owned foreign entities" (each as defined in the Code), annually report certain information about such accounts, and withhold 30% on certain payments to non-compliant foreign financial institutions and certain other account holders. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules.

Under the applicable Treasury Regulations and administrative guidance, withholding under FATCA generally applies to payments of dividends on stock of the Company or interest on debt securities of the Company or Welltower OP. While withholding under FATCA would have applied also to payments of gross proceeds from the sale or other disposition of stock or debt securities on or after January 1, 2019, proposed Treasury Regulations eliminate FATCA withholding on payments of gross proceeds entirely. Taxpayers generally may rely on these proposed Treasury Regulations until final Treasury Regulations are issued. Because we may not know the extent to which a distribution is a dividend for U.S. federal income tax purposes at the time it is made, for purposes of these withholding rules we may treat the entire distribution as a dividend.

Non-U.S. holders should consult their tax advisors regarding the potential application of withholding under FATCA to their investment in stock of the Company or debt securities of the Company or Welltower OP.

#### ***Other Tax Consequences***

State, local and non-U.S. income tax laws may differ substantially from the corresponding U.S. federal income tax laws, and this discussion does not purport to describe any aspect of the tax laws of any state, local or non-U.S. jurisdiction, or any U.S. federal tax other than income tax. You should consult your tax advisor regarding the effect of state, local and non-U.S. tax laws with respect to our tax treatment as a REIT and on an investment in our stock or debt securities.

In addition, the tax laws and regulations in non-U.S. jurisdictions may impose costs and expenses on the Company, its subsidiaries, and assets and investments of the Company held in non-U.S. jurisdictions (including the costs of compliance with and filings under applicable laws, rules and regulations). The Company has substantial assets, and will likely be subject to tax, reporting, legal, regulatory, and other obligations, in the U.K. and Canada. The treatment of an entity for U.S. federal income tax purposes may not be determinative of its treatment for certain state, local, or non-U.S. tax purposes.



### ***Tax Aspects of Our Investments in Welltower OP and Subsidiary Partnerships***

The following discussion summarizes certain U.S. federal income tax considerations applicable to our direct or indirect investments in subsidiary partnerships (including Welltower OP).

*Classification as Partnerships* We are required to include in our income our distributive share of Welltower OP's and Subsidiary Partnerships' income and are entitled to deduct our distributive share of Welltower OP's and Subsidiary Partnerships' losses only if the applicable partnership is classified for U.S. federal income tax purposes as a partnership rather than as a corporation or association taxable as a corporation. An organization will be classified as a partnership, rather than as a corporation, for U.S. federal income tax purposes if it (1) is treated as a partnership under Treasury regulations relating to entity classification (the "check-the-box regulations") and (2) is not a "publicly traded partnership" taxable as a corporation.

Under the check-the-box regulations, an unincorporated entity with at least two members may elect to be classified either as an association taxable as a corporation or as a partnership. Generally, if such an entity fails to make an election, it generally will be treated as a partnership for U.S. federal income tax purposes. We believe that Welltower OP is classified as a partnership for U.S. federal income tax purposes.

A publicly traded partnership is a partnership whose interests are traded on an established securities market or are readily tradable on a secondary market (or the substantial equivalent thereof). While interests in Welltower OP and Subsidiary Partnership will not be traded on an established securities market, they could possibly be deemed to be traded on a secondary market or its equivalent due to the redemption rights enabling the limited members to dispose of their interests. A publicly traded partnership will not, however, be treated as a corporation for any taxable year if 90% or more of the partnership's gross income for such year consists of certain passive-type income, including (as may be relevant here) real property rents, gains from the sale or other disposition of real property, interest, and dividends (the "90% Passive Income Exception"). The income requirements applicable to us in order for us to qualify as a REIT under the Code and the definition of qualifying income under the Passive Income Exception are very similar. Although differences exist between these two income tests, we do not believe that these differences would cause Welltower OP or Subsidiary Partnerships not to satisfy the 90% Passive Income Exception applicable to publicly traded partnerships.

If for any reason Welltower OP or a Subsidiary Partnership were taxable as a corporation, rather than as a partnership, for U.S. federal income tax purposes, our ability to qualify as a REIT could be jeopardized. See "Income Tests" and "Asset Tests." In addition, any change in Welltower OP's or a Subsidiary Partnership's status for tax purposes might be treated as a taxable event, in which case we might incur tax liability without any related cash distribution. See "Annual Distribution Requirements." Further, items of income and deduction of Welltower OP or a Subsidiary Partnership would not pass through to its members, and its members would be treated as shareholders for tax purposes. Consequently, Welltower OP or a Subsidiary Partnership would be required to pay income tax at corporate tax rates on its net income, and distributions to its members would constitute dividends that would not be deductible in computing such Welltower OP's or Subsidiary Partnership's taxable income.

*Members, Not Partnership, Subject to Tax* Except as discussed below in "Revised Partnership Audit Rules," a partnership itself is not a taxable entity for U.S. federal income tax purposes. Rather, we are required to take into account our allocable share of each partnership's income, gains, losses, deductions and credits for any taxable year of the partnership ending during our taxable year, without regard to whether we have received or will receive any distribution from such partnership.

*Partnership Allocations* Although a partnership agreement generally will determine the allocation of income and losses among partners, such allocations will be disregarded for tax purposes if they do not comply with the provisions of Section 704(b) of the Code and the Treasury regulations promulgated thereunder. If an allocation is not recognized for U.S. federal income tax purposes, the item subject to the allocation will be reallocated in accordance with the partners' interests in the partnership, which will be determined by considering all of the facts and circumstances relating to the economic arrangement of the partners with respect to such item. Welltower OP's and each Subsidiary Partnerships' allocations of taxable income, gain and loss are intended to comply with the requirements of Section 704(b) of the Code and the Treasury regulations promulgated thereunder.

*Tax Allocations with Respect to Certain Properties* Pursuant to Section 704(c) of the Code, income, gain, loss and deduction attributable to appreciated or depreciated property that is contributed to a partnership in exchange for an interest in the partnership must be allocated in a manner such that the contributing partner is charged with, or benefits from, respectively, the unrealized gain or unrealized loss associated with the property at the time of the contribution. The amount of such unrealized gain or unrealized loss is generally equal to the difference between the fair market value of contributed property at the time of contribution and the adjusted tax basis of such property at the time of contribution (a "Book-Tax Difference"). Such allocations are solely for U.S. federal income tax purposes and do not affect the book capital accounts or other economic or legal arrangements among the partners. Welltower OP's partnership agreement requires such allocations to be made in a manner permitted under Section 704(c) of the Code.

In general, the members who contribute property to Welltower OP will be allocated depreciation deductions for tax purposes which are lower than such deductions would be if determined on a pro rata basis. In addition, in the event of the disposition of any of the contributed assets (including our properties) which have a Book-Tax Difference, all gain or loss attributable to such Book-Tax Difference (to the extent not previously taken into account) will generally be allocated to the contributing members, including us, and other members will generally be allocated only their share of income attributable to gain or loss, if any, occurring after such contribution. This will tend to eliminate the Book-Tax Difference over the life of Welltower OP. However, the special allocation rules of Section 704(c) do not always entirely eliminate the Book-Tax Difference on an annual basis or with respect to a specific taxable transaction such as a sale. Thus, the carryover basis of the contributed assets in the hands of Welltower OP may cause us to be allocated lower depreciation and other deductions, and possibly an amount of taxable gain in the event of a sale of such contributed assets in excess of the economic or book income allocated to us as a result of such sale.

A Book-Tax Difference may also arise as a result of the revaluation of property owned by a partnership in connection with certain types of transactions, including in connection with certain non-prorata contributions of assets to, or distributions of assets by, Welltower OP in exchange for, or in redemption of, interests in Welltower OP. In the event of such a revaluation, the members (including us) who were members in the partnership immediately prior to the revaluation will be required to take any Book-Tax Difference created as a result of such revaluation into account in substantially the same manner as under the Section 704(c) rules discussed above. This would result in us being allocated income, gain, loss and deduction for tax purposes in amounts different than the economic or book income allocated to us by the partnership.

The application of Section 704(c) to Welltower OP may cause us to recognize taxable income in excess of cash proceeds, which might adversely affect our ability to comply with the REIT distribution requirements. See “Annual Distribution Requirements.” The foregoing principles also apply in determining our earnings and profits for purposes of determining the portion of distributions taxable as dividend income. The application of these rules over time may result in a higher portion of distributions being taxed as dividends than would have occurred had we purchased the contributed or revalued assets at their agreed values.

Treasury has issued regulations requiring partnerships to use a “reasonable method” for allocating items affected by Section 704(c) of the Code and outlining several reasonable allocation methods. We have the discretion to determine which of the methods of accounting for Book-Tax Differences (specifically approved in the Treasury regulations) will be elected with respect to any properties contributed to or revalued by Welltower OP. We have not determined which method of accounting for Book-Tax Differences will be elected for properties contributed to or revalued by Welltower OP in the future.

*Basis in Partnership Interest* Our adjusted tax basis in a partnership interest generally is equal to:

- the amount of cash and the adjusted tax basis of any other property contributed (or deemed contributed) by us to the partnership;
- increased by our allocable share of the partnership’s income, and
- reduced, but not below zero, by
  - our allocable share of the partnership’s loss, and
  - the amount of cash and the basis of any property distributed (or deemed distributed) to us.

If the allocation of our distributive share of the partnership’s loss would reduce the adjusted tax basis of our partnership interest in the partnership below zero, the recognition of such loss will be deferred until such time as the recognition of such loss would not reduce our adjusted tax basis below zero. To the extent that the partnership’s distributions (including deemed distributions) would reduce our adjusted tax basis below zero, such distributions would constitute taxable gain to us, which could be treated as ordinary income or long-term or short-term capital gain.

*Partnership Audit Rules* A partnership (and not its partners) must pay any “imputed underpayments,” consisting of delinquent taxes, interest, and penalties deemed to arise out of an audit of the partnership, unless certain alternative methods are available and the partnership elects to utilize them. The Internal Revenue Service has issued regulations providing details on many of these provisions, but it is still not entirely clear how all of these rules will be implemented. Accordingly, it is possible that in the future, we and/or any partnership in which we are a partner could be subject to, or otherwise bear the economic burden of, U.S. federal income tax, interest, and penalties resulting from a U.S. federal income tax audit.

### **Internet Access to Our SEC Filings**

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, as well as our proxy statements and other materials that are filed with, or furnished to, the Securities and Exchange Commission (“SEC”) are made available, free of charge, on the Internet at [www.welltower.com/investors](http://www.welltower.com/investors), as soon as reasonably practicable after they are filed with, or furnished to, the SEC. We routinely post important information on our website at [www.welltower.com](http://www.welltower.com) in the “Investors” section, including corporate and investor presentations and financial information. We intend to use our website as a means of disclosing material, non-public information and for complying with

our disclosure obligations under Regulation FD. Such disclosures will be included on our website under the heading “Investors.” Accordingly, investors should monitor such portion of our website in addition to following our press releases, public conference calls, and filings with the SEC. The information on our website is not incorporated by reference in this Annual Report on Form 10-K, and our web address is included as an inactive textual reference only.

### **Cautionary Statement Regarding Forward-Looking Statements**

This Annual Report on Form 10-K and the documents incorporated by reference contain statements that constitute “forward-looking statements,” within the meaning of the Private Securities Litigation Reform Act of 1995. When we use words such as “may,” “will,” “intend,” “should,” “believe,” “expect,” “anticipate,” “project,” “estimate” or similar expressions that do not relate solely to historical matters, we are making forward-looking statements. In particular, these forward-looking statements include, but are not limited to, those relating to our opportunities to acquire, develop or sell properties; our ability to close our anticipated acquisitions, investments or dispositions on currently anticipated terms, or within currently anticipated timeframes; the expected performance of our operators/tenants and properties; our expected occupancy rates; our ability to declare and to make distributions to stockholders; our investment and financing opportunities and plans; our continued qualification as a REIT; and our ability to access capital markets or other sources of funds.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause our actual results to differ materially from our expectations discussed in the forward-looking statements. This may be a result of various factors, including, but not limited to:

- the impact of the COVID-19 pandemic;
- uncertainty regarding the implementation and impact of the CARES Act and future stimulus or other COVID-19 relief legislation;
- 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;
- our ability to transition or sell properties with profitable results;
- the failure to make new investments or acquisitions as and when anticipated;
- natural disasters and other acts of God affecting our properties;
- our ability to re-lease space at similar rates as vacancies occur;
- our 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 our properties;
- changes in rules or practices governing our financial reporting;
- the movement of U.S. and foreign currency exchange rates;
- our ability to maintain our qualification as a REIT;
- key management personnel recruitment and retention; and
- the risks described under “Item 1A — Risk Factors.”

We undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events, or otherwise.

## **Item 1A. Risk Factors**

### **Risk Factor Summary**

The following summarizes the principal factors that make an investment in our company speculative or risky, all of which are more fully described in the Risk Factors section below. This summary should be read in conjunction with the Risk Factors section and should not be relied upon as an exhaustive summary of the material risks facing our business. The order of presentation is not necessarily indicative of the level of risk that each factor poses to us.

#### **Risks Arising from Our Business:**

Our business model and the operations of our business involve risks, including those related to:

- investments in and acquisitions of health care and seniors housing properties;
- unknown liability exposure related to acquired properties;
- competition for acquisitions may result in increased prices;
- our joint venture partners;
- Seniors Housing Operating properties operational risks;
- our ability to terminate our management agreements with Seniors Housing Operating managers;
- operational and legal risks with respect to our properties managed in RIDEA structures;
- the ability of operators and tenants to make payments to us;
- the impacts of severe cold and flu seasons or other widespread illnesses on occupancy;
- the insolvency or bankruptcy of our tenants, operators, borrowers, managers and other obligors;
- our ability to timely reinvest our sale proceeds on terms acceptable to us;
- any adverse developments in the business or financial condition of Sunrise Senior Living, LLC;
- ownership of property outside the U.S.;
- our ability to lease or sell properties on favorable terms;
- tenant, operator and manager insurance coverage;
- loss of properties owned through ground leases upon breach or termination of the ground leases;
- requirements of, or changes to governmental reimbursement programs, such as Medicare, Medicaid or government funding;
- controls imposed on certain of our tenants who provide health care services that are reimbursed by Medicare, Medicaid and other third-party payors to reduce admissions and length of stay;
- our operators' or tenants' failure to comply with federal, state, province, local, and industry-regulated licensure, certification and inspection laws, regulations, and standards;
- development, redevelopment and construction;
- losses caused by severe weather conditions, natural disasters or the physical effects of climate change;
- costs incurred to remediate environmental contamination at our properties;
- our reliance on data and technology systems and the increasing risks of cybersecurity incidents;
- our dependence on key personnel; and
- Welltower's holding company status.

#### **Risks Arising from Our Capital Structure**

Our capital structure involves exposure to risks, including those related to:

- our future leverage;
- the availability of cash for distributions to stockholders;
- covenants in our debt agreements;
- limitations on our ability to access capital;
- any downgrades in our credit ratings; and
- increases in interest rates.

## Risks Arising from Our Status as a REIT

As a result of our status as a REIT, we are exposed to risks, including those related to:

- our ability to remain qualified as a REIT;
- Welltower OP's ability to maintain status of a partnership;
- the ability of our subsidiaries to qualify as a REIT;
- the impact of tax imposed on any net income from "prohibited transactions" may limit our ability to engage in transactions which would be treated as sales for federal income tax purposes;
- the impact of the 90% annual distribution requirement on our liquidity and ability to engage in otherwise beneficial transactions;
- our limited ability to use taxable REIT subsidiaries under the Code;
- special requirements applicable to the lease of qualified health care properties to a taxable REIT subsidiary;
- the tax imposed on any net income from "prohibited transactions";
- tax consequences if certain sale-leaseback transactions are not characterized by the IRS as "true leases";
- changes in our tax rate or exposure to additional tax liabilities; and
- the impact to our TRSs of the Corporate Alternative Minimum Tax imposed by the Inflation Reduction Act of 2022.

## Risks Factors

This section highlights significant factors, events and uncertainties that could create risk with an investment in our securities. The events and consequences discussed in these risk factors could, in circumstances we may not be able to accurately predict, recognize or control, have a material adverse effect on our business, growth, reputation, prospects, financial condition, operating results, cash flows, liquidity, ability to pay dividends and stock price. These risk factors do not identify all risks that we face: our operations could also be affected by factors, events or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations. We group these risk factors into three categories:

- Risks arising from our business;
- Risks arising from our capital structure; and
- Risks arising from our status as a REIT.

## Risks Arising from Our Business

### *Our investments in and acquisitions of health care and seniors housing properties may be unsuccessful or fail to meet our expectations*

Some of our acquisitions may not prove to be successful. We could encounter unanticipated difficulties and expenditures relating to any acquired properties, including contingent liabilities, and acquired properties might require significant management attention that would otherwise be devoted to our ongoing business. If we agree to provide construction funding to an operator/tenant and the project is not completed, we may need to take steps to ensure completion of the project. Such expenditures may negatively affect our results of operations. Investments in and acquisitions of seniors housing and health care properties entail risks associated with real estate investments generally, including risks that the investment will not achieve expected returns, that the cost estimates for necessary property improvements will prove inaccurate or that the tenant, operator or manager will fail to meet performance expectations. Furthermore, there can be no assurance that our anticipated acquisitions and investments, the completion of which is subject to various conditions, will be consummated in accordance with anticipated timing, on anticipated terms, or at all. We may be unable to obtain or assume financing for acquisitions on favorable terms or at all. Health care properties are often highly customizable and the development or redevelopment of such properties may require costly tenant-specific improvements. We have experienced delays and disruptions to property redevelopment as a result of supply chain issues and construction material and labor shortages and may experience additional or more significant such delays in the future. We also may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and this could have an adverse effect on our results of operations and financial condition. Acquired properties may be located in new markets, either within or outside the United States, where we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area, costs associated with opening a new regional office and unfamiliarity with local governmental and permitting procedures. As a result, we cannot assure you that we will achieve the economic benefit we expect from acquisitions, investment, development and redevelopment opportunities and may lead to impairment of such assets.

### ***Acquired properties may expose us to unknown liability***

We may acquire properties or invest in joint ventures that own properties subject to liabilities and without any recourse, or with only limited recourse, against the prior owners or other third parties with respect to unknown liabilities. As a result, if a liability were asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle or contest it, which could adversely affect our results of operations and cash flow. Unknown liabilities with respect to acquired properties might include: liabilities for clean-up of undisclosed environmental contamination, claims by tenants, vendors or other persons against the former owners of the properties, liabilities incurred in the ordinary course of business and claims for indemnification by general partners, directors and others indemnified by the former owners of the properties.

### ***Competition for acquisitions may result in increased prices for properties***

In order to maintain current revenues and continue generating attractive returns, we seek to reinvest cash available from the proceeds of sales of our securities, principal payments on our loans receivable or the sale of properties, including non-elective dispositions in a timely manner. We face competition for acquisition opportunities from other well-capitalized investors, including publicly traded and privately held REITs, private real estate funds, domestic and foreign financial institutions, life insurance companies, sovereign wealth funds, pension trusts, partnerships and individual investors. In addition, limited development during the COVID-19 pandemic has reduced the number of new properties becoming available. This competition may adversely affect us by subjecting us to the following risks: we may be unable to acquire a desired property because of competition from other well-capitalized real estate investors and, even if we are able to acquire a desired property, competition from other real estate investors may significantly increase the purchase price.

### ***Our investments in joint ventures could be adversely affected by our lack of exclusive control over these investments, our partners' insolvency or failure to meet their obligations, and disputes between us and our partners***

We have entered into, and may continue in the future to enter into, partnerships or joint ventures with other persons or entities, including our 85/15 joint venture with Integra Healthcare Properties. Joint venture investments involve risks that may not be present with other methods of ownership, including the possibility that our partner might become insolvent, refuse to make capital contributions when due or otherwise fail to meet its obligations, which may result in certain liabilities to us for guarantees and other commitments; that our partner might at any time have economic or other business interests or goals that are or become inconsistent with our interests or goals; that we could become engaged in a dispute with our partner, which could require us to expend additional resources to resolve such dispute and could have an adverse impact on the operations and profitability of the joint venture; that our partner may be in a position to take action or withhold consent contrary to our instructions or requests; and that our joint venture partners may be structured differently than us for tax purposes, which could create conflicts of interest and risks to our REIT status. In some instances, we and/or our partner may have the right to trigger a buy-sell, put right or forced sale arrangement, which could cause us to sell our interest, acquire our partner's interest or sell the underlying asset at a time when we otherwise would not have initiated such a transaction. Our ability to acquire our partner's interest may be limited if we do not have sufficient cash, available borrowing capacity or other capital resources. In such event, we may be forced to sell our interest in the joint venture when we would otherwise prefer to retain it. On the other hand, our ability to transfer our interest in a joint venture to a third party may be restricted and the market for our interest may be limited and/or valued lower than fair market value. Joint ventures may require us to share decision-making authority with our partners, which could limit our ability to control the properties in the joint ventures. Even when we have a controlling interest, certain major decisions may require partner approval, such as the sale, acquisition or financing of a property.

### ***We assume operational and legal risks with respect to our properties managed in RIDEA structures that could have a material adverse effect on our business, results of operations and financial condition***

We have entered into various joint ventures that were structured under the provisions of the REIT Investment Diversification and Empowerment Act of 2007 ("RIDEA"), which permits REITs to own or partially own "qualified health care properties" in a structure through which we can participate directly in the cash flow of the properties' operations (as compared to receiving only contractual rent payments) in compliance with REIT requirements. A "qualified health care property" includes real property and any personal property that is, or is necessary or incidental to the use of, a hospital, nursing facility, assisted living facility, congregate care facility, qualified continuing care facility, or other licensed facility which extends medical or nursing or ancillary services to patients.

Under a RIDEA structure, we are required to rely on our operator to manage and operate the property, including complying with laws and providing resident care. However, as the owner of the property under a RIDEA structure, we are responsible for operational and legal risks and liabilities of the property, including, those relating to employment matters of our operators, compliance with health care fraud and abuse and other laws, governmental reimbursement matters, compliance with federal, state, local and industry-related licensure, certification and inspection laws, regulations, and standards, and litigation involving our properties or residents/patients, even though we have limited ability to control or influence our operators' management of these risks. Further, our taxable REIT subsidiary ("TRS") is generally required to hold the applicable health care license and enroll in the applicable government health care programs (e.g., Medicare- and Medicaid), which subjects us to potential liability under various health care laws. Penalties for failure to comply with applicable laws may include loss or suspension of licenses and certificates of need, certification or accreditation, exclusion from government health care programs (e.g., Medicare and

Medicaid), administrative sanctions and civil monetary penalties. Although we have some general oversight approval rights and the right to review operational and financial reporting information, our operators are ultimately in control of the day-to-day business of the property, including clinical decision-making, and we rely on them to operate the properties in a manner that complies with applicable law.

***We are exposed to operational risks with respect to our Seniors Housing Operating properties that could adversely affect our revenue and operations***

We are exposed to various operational risks with respect to our Seniors Housing Operating properties that may increase our costs or adversely affect our ability to generate revenues. In addition to operational challenges that continue to impact us as a result of the COVID-19 pandemic, these risks include fluctuations in occupancy experienced during the normal course of business, Medicare and Medicaid reimbursement, if applicable, and private pay rates; economic conditions; the availability and increases in the cost of labor (as a result of unionization or otherwise); competition; federal, state, local, and industry-regulated licensure, certification and inspection laws, regulations, and standards; the availability and increases in cost of general and professional liability insurance coverage; increases in property taxes; state regulation and rights of residents related to entrance fees; and federal and state housing laws and regulations, including rent and eviction restrictions imposed during the COVID-19 pandemic. Any one or a combination of these factors may adversely affect our revenue and operations and could eventually lead to impairment of our properties.

***We have rights to terminate our management agreements with operators, in whole or with respect to specific properties under certain circumstances, and we may be unable to replace operators if our management agreements are terminated or not renewed***

We are party to long-term management agreements with our Seniors Housing Operating managers pursuant to which they provide comprehensive property management, accounting and other services with respect to our Seniors Housing Operating properties. We have the ability to terminate any of our management agreements upon the occurrence of certain events such as insolvency relating to such manager, and in some cases, the failure to meet specific NOI targets without curing, as well as the occurrence of other events or certain conditions.

We regularly monitor and review our rights and remedies under our management agreements. When determining if we will take significant action under those agreements, including terminating a manager, we consider numerous legal, contractual, regulatory, business and other relevant factors. In exercising our rights to terminate or not renew a management agreement, we would work with our existing seniors housing operators or potentially new operators to manage the properties; however, there is no assurance that we would be able to timely source a replacement or that any replacement manager would be effective. Any transition to a new manager would most likely require regulatory approval and potentially the approval of the holders of any liens on the property. The failure to replace on a timely basis, as well as the failure to receive these approvals, either at all or in a timely manner, could have an adverse effect on the properties and our revenue.

***Decreases in our operators' or tenants' revenues or increases in our operators' or tenants' expenses, including as a result of increased labor costs, could affect their ability to make payments to us***

We have very limited control over the success or failure of our operators' or tenants' businesses and, at any time, an operator or tenant may experience a downturn in their business that weakens their financial condition. Our operators' and tenants' revenues are primarily driven by occupancy, private pay rates, and Medicare and Medicaid reimbursement, if applicable. Expenses are primarily driven by the costs of labor, supplies, food, utilities, taxes, insurance and rent or debt service. Revenues from government reimbursement have, and may continue to, come under pressure due to reimbursement cuts and state budget shortfalls. Operating and borrowing costs have increased, and are expected to continue to increase, for our operators and tenants. In particular, our operators' and tenants' businesses have experienced increases in labor costs resulting from shortages of medical and non-medical staff. A number of factors have adversely affected the labor force available to our operators and tenants or labor costs, including increased industry competition, high employment levels, increased wages offered by other employers, and government regulations. In many geographic areas the scarcity of specialized medical personnel, experienced senior care professionals and other workers has been a significant operating issue affecting a wide range of healthcare providers and senior care and housing facilities. Such shortages have and may continue to impact the operations of our operators and tenants, resulting in increased labor and operating costs. Continued labor shortages or cost inflation may impact our operators' and tenants' abilities to comply with minimum staffing requirements under applicable federal and state regulations. Failure to comply with these requirements can, among other things, jeopardize a facility's compliance with the conditions of participation under relevant state and federal healthcare programs. In addition, if a facility is determined to be out of compliance with these requirements, it may be subject to fines and other regulatory penalties, including the suspension of patient admissions, the termination of Medicaid participation or the suspension or revocation of licenses.

To the extent that any decrease in revenues and/or any increase in operating expenses result in an operator or tenant not generating enough cash to make payments to us, the credit of our operator or tenant and the value of other collateral would have to be relied upon. To the extent the value of such property is reduced, we may need to record an impairment for such asset. Furthermore, if we determine to dispose of an underperforming property, such sale may result in a loss. Any such impairment or loss on sale would negatively affect our financial results. These risks are magnified where we lease multiple properties to a

single operator or tenant under a master lease, as a failure or default under a master lease would expose us to these risks across multiple properties. Although our lease agreements give us the right to exercise certain remedies in the event of default on the obligations owing to us, we may determine not to do so if we believe that enforcement of our rights would be more detrimental to our business than seeking alternative approaches.

***Increased competition and oversupply may affect our operators' and managers' ability to meet their obligations to us***

The operators and managers of our properties compete on a local and regional basis with operators and managers of properties and other health care providers that provide comparable services for residents and patients, including on the basis of the scope and quality of care and services provided, reputation and financial condition, physical appearance of the properties, price, and location. In addition, in light of labor shortages for medical and non-medical workers in many geographic areas, our operators and tenants increasingly compete to attract qualified and experienced employees. Our operators and managers are expected to encounter increased competition in the future that could limit their ability to attract residents and employees or expand their businesses. In addition, we expect that there will continue to be a more than adequate inventory of seniors housing facilities. We cannot be certain that the operators of all of our facilities will be able to achieve and maintain occupancy and rate levels that meet our expected yields and fulfill their obligations to us. If our operators and managers cannot compete effectively or if there is an oversupply of facilities, their financial performance could have a material adverse effect on our financial results.

***A severe cold and flu season, epidemics or any other widespread illnesses could adversely affect the occupancy of our Seniors Housing Operating and Triple-net properties***

Our business and operations were significantly impacted by the COVID-19 pandemic and are exposed to risks from COVID-19, severe cold and flu seasons or the occurrence of other epidemics or other widespread illnesses. Our revenues and our operators' revenues are dependent on occupancy and the occupancy of our Seniors Housing Operating and Triple-net properties could significantly decrease in the event of a severe cold and flu season, a resurgence of COVID-19 or other widespread illness. Such a decrease would affect the operating income of our Seniors Housing Operating properties and the ability of our Triple-net operators to make payments to us. As we experienced during the COVID-19 pandemic, a future flu or other pandemic could significantly increase the cost burdens faced by our operators, including if they are required to implement quarantines for residents or see a reduction in occupancy, and adversely affect their ability to meet their obligations to us, which would have a material adverse effect on our financial results.

In particular, the ongoing COVID-19 pandemic may continue to adversely affect our business, results of operations, growth, reputation, prospects, financial condition, operating results, cash flows, liquidity, ability to pay dividends and stock price. The COVID-19 pandemic has had adverse effects on our business, operations and financial condition, including:

- a decline in spot occupancy in our Seniors Housing Operating portfolio from 85.8% at February 29, 2020 to the pandemic-low of 72.6% on March 12, 2021 and a possibility of continued decline, which could affect the net operating income of our Seniors Housing Operating properties and the ability of our Triple-net operators to make contractual payments to us;
- increased operational costs incurred by us and our operators across all of our properties as a result of public health measures and other regulations affecting our properties and operations, as well as additional health and safety measures adopted by us and our operators and tenants, unique pressures on seniors housing and medical practice employees during the COVID-19 pandemic including labor shortages resulting from macroeconomic trends, decreased employee morale and productivity as a result of difficult conditions and stress related to the COVID-19 pandemic, and higher operator and tenant cost of insurance and such insurance may not cover certain claims related to COVID-19; and
- increased operational challenges and costs resulting from logistical challenges such as supply chain interruptions, business closures, restrictions on the movement of people and remote or hybrid work schedules, which adversely impact employee productivity and morale and introduce additional operations risk, including cybersecurity risks.

We remain subject to a number of other risks relating to COVID-19, including a decline in the rental income in our Outpatient Medical segment if our tenants do not renew leases or do not make timely or full lease payments as a result of medical practice closures or decreases in revenue due to government imposed restrictions on elective medical procedures or decisions by patients to delay treatments; concessions such as rent deferrals or rent abatements that we may offer certain tenants across our Triple-net and Outpatient Medical segments; and our increased exposure to COVID-19 related litigation and publicity risks if the operators or tenants of the relevant facilities are subject to bankruptcy or insolvency.

Although the COVID-19 pandemic has subsided from its peaks, any resurgence of the pandemic, outbreaks of new variants, changes in the effectiveness of vaccines, boosters and treatments, and adoptions of new public health measures may reintroduce the risks relating to the potential impact of the COVID-19 pandemic on us. Additionally, there remains uncertainty regarding the implementation and impact of COVID-19 relief legislation, such as the Coronavirus Aid Relief, and Economic Security Act and the Paycheck Protection Program and Health Care Enhancement Act, and possible government audits and investigations related to our receipt and use of such relief funds.



***The insolvency or bankruptcy of our tenants, operators, borrowers, managers and other obligors may adversely affect our business, results of operations and financial condition***

We are exposed to the risk that our tenants, operators, borrowers, managers or other obligors may not be able to meet the rent, principal and interest or other payments due us, which may result in a tenant, operator, borrower, manager or other obligor bankruptcy or insolvency, or that a tenant, operator, borrower, manager or other obligor might become subject to bankruptcy or insolvency proceedings for other reasons. Although our operating lease agreements provide us with the right to evict a tenant, demand immediate payment of rent and exercise other remedies, and our loans provide us with the right to terminate any funding obligation, demand immediate repayment of principal and unpaid interest, foreclose on the collateral and exercise other remedies, the bankruptcy and insolvency laws afford certain rights to a party that has filed for bankruptcy or reorganization. A tenant, operator, borrower, manager or other obligor in bankruptcy or subject to insolvency proceedings may be able to limit or delay our ability to collect unpaid rent in the case of a lease or to receive unpaid principal and interest in the case of a loan, and to exercise other rights and remedies. In addition, if a lease is rejected in a tenant bankruptcy, our claim against the tenant may be limited by applicable provisions of the bankruptcy law. We may be required to fund certain expenses (e.g., real estate taxes and maintenance) to preserve the value of an investment property, avoid the imposition of liens on a property and/or transition a property to a new tenant. In some instances, we have terminated our lease with a tenant and relet the property to another tenant. In some of those situations, we have provided working capital loans to and limited indemnification of the new obligor. If we cannot transition a leased property to a new tenant, we may take possession of that property, which may expose us to certain successor liabilities. Publicity about the operator's financial condition and insolvency proceedings may also negatively impact their and our reputations, decreasing customer demand and revenues. Should such events occur, our revenue and operating cash flow may be adversely affected.

***The properties managed by Sunrise Senior Living, LLC ("Sunrise") account for a significant portion of our revenues and net operating income and any adverse developments in its business or financial condition could adversely affect us***

As of December 31, 2022, Sunrise managed 109 of our Seniors Housing Operating properties. These properties account for a significant portion of our revenues and net operating income. Under our management agreements, we rely on Sunrise's personnel, expertise, technical resources and information systems, proprietary information, good faith and judgment to manage our Seniors Housing Operating properties efficiently and effectively. We also rely on Sunrise to set appropriate resident fees, to provide accurate property-level financial results for our properties in a timely manner and to otherwise operate them in compliance with the terms of our management agreements and all applicable laws and regulations. Any adverse developments in Sunrise's business or financial condition could impair its ability to manage our properties efficiently and effectively, which could adversely affect our business, results of operations, and financial condition. For example, we depend on Sunrise's ability to attract and retain skilled management personnel who are responsible for the day-to-day operations of our Seniors Housing Operating properties. A shortage of nurses or other trained personnel or general inflationary pressures may force Sunrise to enhance its pay and benefits packages to compete effectively for such personnel, but it may not be able to offset these added costs by increasing the rates charged to residents. Any increase in labor costs and other property operating expenses, any failure by Sunrise to attract and retain qualified personnel, or significant changes in Sunrise's senior management or equity ownership could adversely affect the income we receive from our Seniors Housing Operating properties and have a material adverse effect on us. Also, if Sunrise experiences any significant financial, legal, accounting or regulatory difficulties, such difficulties could result in, among other things, acceleration of its indebtedness, impairment of its continued access to capital or the commencement of insolvency proceedings by or against it under the U.S. Bankruptcy Code, which, in turn, could adversely affect our business, results of operations and financial condition. If we determine to sell or transition properties currently managed by Sunrise, we may experience operational challenges and/or significantly declining financial performance for those properties.

***Ownership of property outside the U.S. may subject us to different or greater risks than those associated with our domestic operations***

We have operations in the U.K. and Canada which represent 9.5% and 7.9% of total Welltower revenues, respectively. As of December 31, 2022, Revera managed 78 of our Seniors Housing Operating properties in Canada, representing a significant portion of our revenues in Canada, and also owned a controlling interest in Sunrise. International development, ownership, and operating activities involve risks that are different from those we face with respect to our domestic properties and operations. These risks include, but are not limited to, any international currency gain or loss recognized with respect to changes in exchange rates, which may not qualify under the 75% gross income test or the 95% gross income test required for us to satisfy annually in order to qualify and maintain our status as a REIT; challenges with respect to the repatriation of foreign earnings and cash; impact from international trade disputes and the associated impact on our tenants' supply chain and consumer spending levels; changes in foreign political, regulatory, and economic conditions (regionally, nationally and locally) including, challenges in managing international operations; challenges of complying with a wide variety of foreign laws and regulations, including those relating to real estate, corporate governance, operations, taxes, employment and other civil and criminal legal proceedings; foreign ownership restrictions with respect to operations in foreign countries; local businesses and cultural factors that differ from our usual standards and practices; differences in lending practices and the willingness of domestic or foreign

lenders to provide financing; regional or country-specific business cycles and political and economic instability; and failure to comply with applicable laws and regulations in the U.S. that affect foreign operations, including, but not limited to, the U.S. Foreign Corrupt Practices Act.

Further, our operations in the U.K. may be adversely impacted by global and local economic volatility experienced as a result of geopolitical tensions or conflicts, such as the ongoing conflict between Russia and Ukraine, rising inflation and interest rates, the energy crisis that has seen supply shortages and higher oil, gas and electricity prices, labor market challenges affecting the recruitment and retention of employees.

***If our tenants do not renew their existing leases, or if we are required to sell properties for liquidity reasons, we may be unable to lease or sell the properties on favorable terms, or at all***

We cannot predict whether our tenants will renew existing leases at the end of their lease terms, which expire at various times. If these leases are not renewed, we would be required to find other tenants to occupy those properties, or sell them. There can be no assurance that we would be able to identify suitable replacement tenants or enter into leases with new tenants on terms as favorable to us as the current leases or that we would be able to lease those properties at all. Our competitors may offer space at rental rates below current market rates or below the rental rates we currently charge our customers, we may lose potential customers, and we may be pressured to reduce our rental rates below those we currently charge to retain customers when leases expire. In addition, our ability to reposition our properties with a suitable replacement tenant or operator could be significantly delayed or limited by state licensing, receivership, CON or other laws, as well as by the Medicare and Medicaid change-of-ownership rules, and we could incur substantial additional expenses in connection with any licensing, receivership or change-of-ownership proceedings. Even if tenants decide to renew or lease new space, the terms of renewals or new leases, including the cost of required renovations or concessions to tenants, may be less favorable to us than current lease terms.

Real estate investments are relatively illiquid and most of the property we own is highly customized for specific uses. Our ability to quickly sell or exchange any of our properties in response to changes in operator, economic and other conditions will be limited. Although our properties are less affected by the commercial real estate market trends, this limitation could be exacerbated by the current decline of commercial real estate as a result of high interest rates, inflation and declining property values across sectors. No assurances can be given that we will recognize full value for any property that we are required to sell. Our inability to respond rapidly to changes in the performance of our investments could adversely affect our financial condition and results of operations. In addition, we are exposed to the risks inherent in concentrating investments in real estate, and in particular, the seniors housing and health care industries. A downturn in the real estate industry could adversely affect the value of our properties and our ability to sell properties for a price or on terms acceptable to us.

***Our tenants, operators and managers may not have the necessary insurance coverage to insure adequately against losses***

We maintain or require our tenants, operators and managers to maintain comprehensive insurance coverage on our properties and their operations with terms, conditions, limits and deductibles that we believe are customary for similarly situated companies in our industry and we frequently review our insurance programs and requirements. Our tenants, operators and managers may not be able to maintain adequate levels of insurance and required coverages. Also, we may not be able to require the same levels of insurance coverage under our lease, management and other agreements, which could adversely affect us in the event of a significant uninsured loss. We cannot make any guarantee as to the future financial viability of the insurers that underwrite our policies and the policies maintained by our tenants, operators and managers. Insurance may not be available at a reasonable cost in the future or policies may not be maintained at a level that will fully cover all losses on our properties upon the occurrence of a catastrophic event. This may be especially the case due to increases in property insurance costs. In addition, in recent years, long-term/post-acute care and seniors housing operators and managers have experienced substantial increases in both the number and size of patient care liability claims. As a result, general and professional liability costs have increased in some markets. Due to the uncertainty of the long term effects of the COVID-19 pandemic, general and professional liability insurance coverage may be restricted or very costly, which may adversely affect the tenants', operators' and managers' future operations, cash flows and financial conditions, and may have a material adverse effect on the tenants', operators' and managers' ability to meet their obligations to us. Finally, our use, and the usage by some of our tenants, operators and managers of self-insurance and/or use of a wholly owned captive insurance company, if not adequately funded, could have a material adverse effect on our liquidity and that of our tenants, operators and managers.

***Our ownership of properties through ground leases exposes us to the loss of such properties upon breach or termination of the ground leases***

We have acquired an interest in certain of our properties by acquiring a leasehold interest in the property on which the building is located, and we may acquire additional properties in the future through the purchase of interests in ground leases. Many of these ground leases impose significant limitations on our uses of the subject properties, restrict our ability to sell or otherwise transfer our interests in the properties or restrict the leasing of the properties. These restrictions may limit our ability to timely sell or exchange the properties, impair the properties' value or negatively impact our ability to find suitable tenants for the properties. As the lessee under a ground lease, we are exposed to the possibility of losing the property upon termination of the ground lease or an earlier breach of the ground lease by us.

***The requirements of, or changes to, governmental reimbursement programs, such as Medicare, Medicaid or government funding, could have a material adverse effect on our obligors' liquidity, financial condition and results of operations, which could adversely affect our obligors' ability to meet their obligations to us***

Some of our obligors' businesses are affected by government reimbursement. To the extent that an operator/tenant receives a significant portion of its revenues from government payors, primarily Medicare and Medicaid, such revenues may be subject to statutory and regulatory changes, retroactive rate adjustments, recovery of program overpayments or set-offs, court decisions, administrative rulings, policy interpretations, payment or other delays by fiscal intermediaries or carriers, change-of-ownership rules, government funding restrictions (at a program level or with respect to specific facilities), any lapse in Congressional funding of the Centers for Medicare and Medicaid Services and interruption or delays in payments due to any ongoing government investigations and audits at such property. Federal and state authorities may continue seeking to implement new or modified reimbursement methodologies that may negatively impact health care property operations. See "Item 1 - Business - Certain Government Regulations - United States - Reimbursement" above for additional information. Health care reimbursement will likely continue to be of paramount importance to federal and state authorities. We cannot make any assessment as to the ultimate timing or effect any future legislative reforms may have on the financial condition of our obligors and properties. There can be no assurance that adequate reimbursement levels will be available for services provided by any property operator, whether the property receives reimbursement from Medicare, Medicaid or private payors. Significant limits on the scope of services reimbursed and on reimbursement rates and fees could have a material adverse effect on an obligor's liquidity, financial condition and results of operations, which could adversely affect the ability of an obligor to meet its obligations to us. In addition, if a partial or total federal government shutdown were to occur for a prolonged period of time, federal government payment obligations, including its obligations under Medicaid and Medicare, may be delayed. Similarly, if state government shutdowns were to occur, state payment obligations may be delayed. If the federal or state governments fail to make payments under these programs on a timely basis, our business could suffer, and our financial position, results of operations or cash flows may be materially affected.

Since January 1, 2014, the Health Reform Laws have provided those states that expand their Medicaid coverage to otherwise ineligible state residents with incomes at or below 138% of the federal poverty level with an increased federal medical assistance percentage, effective January 1, 2014, when certain conditions are met. The federal government substantially funds the Medicaid expansion and as of December 2022, the number of states implementing expansion has grown to more than 75% of all states. The participation by states in the Medicaid expansion could have the dual effect of increasing our tenants' revenues, through new patients, but further straining state budgets and their ability to pay our tenants.

The status of the Health Reform Laws may be subject to change and other health reform measures could be implemented as a result of political, legislative, regulatory, and administrative developments and judicial proceedings. Further the impact that the recent change of control of the House and future changes in the federal government may have on health reform (including through new legislative, executive or regulatory efforts) remains uncertain, and any changes will likely take time to unfold and could have an impact on coverage and reimbursement for health care items and services covered by plans that were authorized by the Health Reform Laws. If the operations, cash flows or financial condition of our operators and tenants are materially adversely impacted by the Health Reform Laws or future legislation, our revenue and operations may be adversely affected as well. More generally, and because of the dynamic nature of the legislative and regulatory environment for health care products and services, and in light of existing federal deficit and budgetary concerns, we cannot predict the impact that broad-based, far-reaching legislative or regulatory changes could have on the U.S. economy, our business, or that of our operators and tenants.

***If controls imposed on certain of our tenants who provide health care services that are reimbursed by Medicare, Medicaid and other third-party payors to reduce admissions and length of stay affect inpatient volumes at our health care facilities, the financial condition or results of operations of those tenants could be adversely affected***

Controls imposed by Medicare, Medicaid and commercial third-party payors designed to reduce admissions and lengths of stay, commonly referred to as "utilization reviews," have affected and are expected to continue to affect certain of our health care facilities, specifically our acute care hospitals and post-acute facilities. Utilization review entails the review of the admission and course of treatment of a patient by managed care plans. Inpatient utilization, average lengths of stay and occupancy rates continue to be negatively affected by payor-required pre-admission authorization and utilization review and by payor pressures to maximize outpatient and alternative health care delivery services for less acutely ill patients. Efforts to impose more stringent cost controls and reductions are expected to continue, which could negatively impact the financial condition of our tenants who provide health care services in our hospitals and post-acute facilities. If so, this could adversely affect these tenants' ability and willingness to comply with the terms of their leases with us and/or renew those leases upon expiration, which could have a material adverse effect on us.

***Our operators' or tenants' failure to comply with federal, state, province, local, and industry-regulated licensure, certification and inspection laws, regulations, and standards could adversely affect such operators' or tenants' operations, which could adversely affect our operators' and tenants' ability to meet their obligations to us***

Our operators and tenants generally are subject to or impacted by varying levels of federal, state, local, and industry-regulated licensure, certification and inspection laws, regulations, and standards. These laws and regulations include, among others: laws protecting consumers against deceptive practices; laws relating to the operation of our properties and how our tenants and operators conduct their business, such as fire, health and safety, data security and privacy laws; federal and state laws affecting hospitals, clinics and other health care communities that participate in both Medicare and Medicaid that specify reimbursement rates, pricing, reimbursement procedures and limitations, quality of services and care, background checks, food service and physical plants, and similar foreign laws regulating the health care industry; resident rights laws (including abuse and neglect laws) and fraud laws; anti-kickback and physician referral laws; the Americans with Disabilities Act of 1990 and similar state and local laws; and safety and health standards set by the Occupational Safety and Health Administration or similar foreign agencies. Our operators' or tenants' failure to comply with any of these laws, regulations, or standards could result in loss of accreditation, denial of reimbursement, imposition of fines, suspension, decertification or exclusion from federal and state health care programs, civil liability, and in certain limited instances, criminal penalties, material restrictions on or loss of license, closure of the facility and/or the incurrence of considerable costs arising from an investigation or regulatory action. The likelihood of these actions may increase due to the uncertainty of the long term effects of the COVID-19 pandemic. Such actions may have an effect on our operators' or tenants' ability to make lease payments to us and, therefore, adversely impact us. In addition, we may be directly subject to these laws, regulations and standards, as well as potential investigation or enforcement, as a result of our RIDEA-structured arrangements, and certain other arrangements we may pursue with healthcare entities who are directly subject to these laws. See "Item 1 - Business - Certain Government Regulations - United States - Fraud & Abuse Enforcement" and "Item 1 - Business - Certain Government Regulations - United States - Health Care Matters - Generally" above.

Many of our properties may require a license, registration, and/or CON to operate. Failure to obtain a license, registration, or CON, or loss of a required license, registration, or CON would prevent a facility from operating in the manner intended by the operators or tenants. These events could materially adversely affect our operators' or tenants' ability to make rent or other obligatory payments to us. State and local laws also may regulate the expansion, including the addition of new beds or services or acquisition of medical equipment, and the construction or renovation of health care facilities, by requiring a CON or other similar approval from a state agency. See "Item 1 — Business — Certain Government Regulations — United States — Licensing and Certification" above.

In addition, we cannot assure you that future changes in government regulation will not adversely affect the health care industry, including our tenants and operators, nor can we be certain that our tenants and operators will achieve and maintain occupancy and rate levels or labor cost levels that will enable them to satisfy their obligations to us.

***Unfavorable resolution of pending and future litigation matters and disputes could have a material adverse effect on our financial condition***

From time to time, we are directly involved or named as a party in in legal proceedings, lawsuits and other claims that involve class actions, disputes regarding property damage, care matters and other issues. We also are named as defendants in lawsuits allegedly arising out of our actions or the actions of our operators/tenants or managers in which such operators/tenants or managers have agreed to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities arising in connection with their respective businesses. Employment related class action lawsuits have increased in recent years, including class action lawsuits brought against our operators in certain states regarding employee and government requirements regarding wage and hour claims and fair housing complaints, as well as class action lawsuits related to COVID-19. There can be no assurance that we will be able to prevail in, or achieve a favorable settlement of, pending or future litigation. In addition, pending litigation or future litigation, government proceedings or environmental matters could lead to increased costs or interruption of our normal business operations. An unfavorable resolution of pending or future litigation or legal proceedings may have a material adverse effect on our business, results of operations and financial condition. Regardless of its outcome, litigation may result in substantial costs and expenses, significantly divert the attention of management, and could damage our reputation and our brand. In addition, any such resolution could involve our agreement to terms that restrict the operation of our business. We cannot guarantee losses incurred in connection with any current or future legal or regulatory proceedings or actions will not exceed any provisions we may have set aside in respect of such proceedings or actions or will not exceed any available insurance coverage.

***Development, redevelopment and construction risks could affect our profitability***

We invest in various development and redevelopment projects. In deciding whether to acquire or develop a particular property, we make assumptions regarding the expected future performance of that property. In particular, we estimate the return on our investment based on expected construction costs, lease up velocity, occupancy, rental rates, operating expenses, capital costs and future competition. If our financial projections with respect to a new property are inaccurate, the property may fail to perform as we expected in analyzing our investment. Our estimate of the costs of repositioning or redeveloping an acquired property may prove to be inaccurate, which may result in our failure to meet our profitability goals.

Our development/redevelopment and construction projects are vulnerable to the impact of material shortages and inflation. For example, shortages and fluctuations in the price of lumber or in other important raw materials have resulted in and could continue to result in delays in the start or completion of, or increase the cost of, developing one or more of our projects. Pricing for labor and raw materials can be affected by various national, regional, local, economic and political factors, including changes to immigration laws that impact the availability of labor or tariffs on imported construction materials.

In connection with our renovation, redevelopment, development and related construction activities, we may be unable to obtain, or suffer delays in obtaining, necessary zoning, land-use, building, occupancy and other required governmental permits and authorizations, or satisfactory tax rates, incentives or abatements. Operators of new facilities we construct may need to obtain Medicare and Medicaid certification and enter into Medicare and Medicaid provider agreements and/or third-party payor contracts. In the event that the operator is unable to obtain the necessary licensure, certification, provider agreements or contracts after the completion of construction, there is a risk that we will not be able to earn any revenues on the facility until either the initial operator obtains a license or certification to operate the new facility and the necessary provider agreements or contracts or we find and contract with a new operator that is able to obtain a license to operate the facility for its intended use and the necessary provider agreements or contracts. We have experienced such delays in obtaining necessary licensing for constructed properties and may experience additional or more significant delays in the future.

We rely on our development managers, general contractors and subcontractors to oversee and manage day-to-day construction activities. If any such party underperforms or experiences financial or other problems during the construction process, we could experience significant delays, increased costs to complete the project and/or other negative impacts to our expected returns and may need to exercise contractual remedies against such party, which may include termination of the applicable underlying service contract. In the event such termination occurs mid-construction, we would likely need to engage a new service provider, which would likely result in additional costs and delays as the transition between providers occurs.

The above-described factors could result in increased costs or our abandonment of these projects. In addition, we may abandon opportunities we have begun to investigate, for a range of reasons, including changes in expected financing or construction costs, adverse changes in expected rents or expenses, adverse environmental and/or geotechnical findings, conditions to zoning approval, legal and regulatory hurdles, including moratoriums on development and redevelopment activities, changes in market and economic conditions, natural disasters and other catastrophic events; damage, vandalism or accidents, higher requirements for capital improvements; decreased demand due to competition or other market and economic conditions, or defects that we do not discover through the inspection processes, which would result in additional expenses beyond those originally expected. In addition, we may not be able to obtain financing on favorable terms, or at all, which may render us unable to proceed with our development activities. We may not be able to complete construction and lease-up of a property on budget and on schedule, which could result in increased debt service expense or construction costs. Additionally, the time frame required for development, construction and lease-up of these properties means that we may have to wait years for significant cash returns. Because we are required to make cash distributions to our stockholders, if the cash flow from operations or refinancing is not sufficient, we may be forced to borrow additional money to fund such distributions. Newly developed and acquired properties may not produce the cash flow that we expect, which could adversely affect our overall financial performance.

***We may experience losses caused by severe weather conditions, natural disasters or the physical effects of climate change, which could result in an increase of our or our tenants' cost of insurance, unanticipated costs associated with evacuation, a decrease in our anticipated revenues or a significant loss of the capital we have invested in a property***

We maintain or require our tenants to maintain comprehensive insurance coverage on our properties with terms, conditions, limits and deductibles that we believe are appropriate given the relative risk and costs of such coverage. However, a large number of our properties are located in areas particularly susceptible to revenue loss, cost increase or damage caused by severe weather conditions or natural disasters such as hurricanes, earthquakes, tornadoes and floods, as well as the effects of climate change. We believe, given current industry practice and analysis prepared by outside consultants, that our and our tenants' insurance coverage is appropriate to cover reasonably anticipated losses that may be caused by hurricanes, earthquakes, tornadoes, floods, wildfires and other severe weather conditions and natural disasters, including the effects of climate change. Nevertheless, we are always subject to the risk that such insurance will not fully cover all losses and, depending on the severity of the event and the impact on our properties, such insurance may not cover a significant portion of the losses including the costs associated with evacuation. Moreover, an increase in volatility and difficulty predicting adverse weather events, such as the changes in tornado patterns in recent years, may result in additional losses. These losses may lead to an increase of our and our tenants' cost of insurance, a decrease in our anticipated revenues from an affected property and a loss of all or a portion of the capital we have invested in an affected property. In addition, we or our tenants may not purchase insurance under certain circumstances if the cost of insurance exceeds, in our or our tenants' judgment, the value of the coverage relative to the risk of loss. Also, changes in federal and state legislation and regulation relating to climate change could result in increased capital expenditures to improve the energy efficiency and resiliency of our existing properties and could also necessitate us to spend more on our new development properties without a corresponding increase in revenue.

To the extent that significant changes in the climate occur in areas where our communities are located, we may experience extreme weather and changes in precipitation and temperature, all of which may result in physical damage to or a decrease in demand for properties located in these areas or affected by these conditions. Should the impact of climate change be material, including significant property damage to or destruction of our communities, or occur for lengthy periods of time, our financial condition or results of operations may be adversely affected. In addition, changes in federal, state and local legislation and regulation based on concerns about climate change could result in increased capital expenditures on our existing properties and our new development properties without a corresponding increase in revenue, resulting in adverse impacts to our net income.

***We may incur costs to remediate environmental contamination at our properties, which could have an adverse effect on our or our obligors' business or financial condition***

Under various laws, owners or operators of real estate may be required to respond to the presence or release of hazardous substances on the property and may be held liable for property damage, personal injuries or penalties that result from environmental contamination or exposure to hazardous substances. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused the release. We may become liable to reimburse the government for damages and costs it incurs in connection with the contamination. Generally, such liability attaches to a person based on the person's relationship to the property. Our tenants or borrowers are primarily responsible for the condition of the property. Moreover, we review environmental site assessments of the properties that we own or encumber prior to taking an interest in them. Those assessments are designed to meet the "all appropriate inquiry" standard, which we believe qualifies us for the innocent purchaser defense if environmental liabilities arise. Based upon such assessments, we do not believe that any of our properties are subject to material environmental contamination. However, environmental liabilities may be present in our properties and we may incur costs to remediate contamination, which could have a material adverse effect on our business or financial condition or the business or financial condition of our obligors.

***Cybersecurity incidents could disrupt our business and result in the loss of confidential information and legal liability***

Our business is at risk from and may be impacted by cybersecurity attacks, including attempts to gain unauthorized access to our confidential data through phishing or other malicious activity, attempts to interrupt our access to, or use of information technology systems through distributed denial-of-service or ransomware attacks, breaches related to our increased receipt and use of data from multiple sources, and other electronic security breaches or other cybersecurity incidents within our environment or our business partners' environments, including those resulting from human error, product defects and technology failures. Such cyber-attacks can range from individual attempts to gain unauthorized access to our or our business partners' information technology systems to more sophisticated security threats and may be specifically targeted to our business or more general industry wide risks. Our information technology networks, and those of our business partners are essential to our ability to perform day-to-day operations of our business. While we employ a number of measures to prevent, detect and mitigate these threats, there is no guarantee such efforts will be successful in preventing or detecting a cyber-attack. Even the most well-protected information, networks, systems and facilities remain vulnerable because the techniques used in such attempted cybersecurity breaches evolve and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques, implement adequate cybersecurity barriers or other preventative measures, or respond, mitigate the risks from and recover from an attack without operational impact, and thus it is impossible for us to entirely mitigate this risk. We regularly defend against, respond to and mitigate risks from cybersecurity breaches, which to date have not had a material impact on our operations; however, there is no assurance that such impacts will not be material in the future. Cybersecurity incidents could disrupt our or our critical business partners' business, damage our reputation, cause us to incur significant remediation expense and have a materially adverse effect on our business, financial condition and results of operations. Cybersecurity breaches that compromise proprietary, personal identifying or confidential information of our employees, operators, tenants and partners, or result in operational disruptions, could result in legal claims or proceedings, including enforcement actions by regulators under data privacy regulations.

***Evolving privacy regulations could expose our business to reputational harm and losses***

Regulatory authorities around the world have implemented or are considering implementing a number of legislative changes or regulations concerning data protection, which have required or may require us to incur additional expenses and may expose us to additional risks. We are subject to numerous laws and regulations governing the protection of personal and confidential information of our clients or employees, including U.S. federal and state laws (including the State of California and HIPAA), and non- U.S. laws, such as the U.K. General Data Protection Regulation and the EU General Data Protection Regulation, which impose a number of obligations on us. These obligations vary from state to state and country to country, but generally have accountability and transparency including consent, detailed information and data removal and security requirements. Some jurisdictions impose the same requirements and restrictions on transfers of data from their jurisdictions to jurisdictions that they do not consider adequate. This may have implications for our cross-border data flows and may result in additional compliance costs.

Many jurisdictions assess fines, the magnitude of which may depend on the annual global revenue of the noncompliant company, the nature, gravity and duration of, and the violation. Additionally, in some jurisdictions, data subjects may have a right to compensation for financial or non-financial losses. Complying with these laws may cause us to incur substantial operational and compliance costs or require us to change our business practices. Despite efforts to bring our practices into compliance with these laws, we may not be successful either due to internal or external factors such as resource allocation limitations or a lack of cooperation among our business partners. Non-compliance could result in proceedings against us by governmental entities, regulators, our business partners, residents of our communities, data subjects, suppliers, vendors or other parties. Further, there is a risk that compliance measures we undertake will not be implemented correctly or that individuals within our business or that of our business partners will not be fully compliant with the new procedures. If there are breaches of these measures, we could face significant administrative and monetary sanctions, as well as reputational damage, which may have a material adverse effect on our operations, financial condition and prospects.

***Our success and the success of our operators and managers depends on key personnel whose continued service is not guaranteed***

Our success and the success of our operators and managers depends on the continued availability and service of key personnel, including executive officers and other highly qualified employees, and competition for their talents is intense. There is substantial competition for qualified personnel. We cannot assure you that we will retain our key personnel or that we will be able to recruit and retain other highly qualified employees in the future. Losing any key personnel could, at least temporarily, have a material adverse effect on our business and that of our operators and managers', financial position and results of operations.

***Welltower is a holding company with no direct operations, and it relies on funds received from Welltower OP to pay its obligations and make distributions to stockholders***

Welltower is a holding company with no direct operations. All of Welltower's property ownership, development and related business operations are conducted through Welltower OP and Welltower has no material assets or liabilities other than its investment in Welltower OP. As a result, Welltower relies on distributions from Welltower OP to make dividend payments and meet its obligations, including any tax liability on taxable income allocated to Welltower from Welltower OP. Welltower exercises exclusive control over Welltower OP, including the authority to cause Welltower OP to make distributions, subject to certain limited approval and voting rights of Welltower OP's other members as described in the Limited Liability Agreement. In addition, because Welltower is a holding company, your claims as stockholders are structurally subordinated to all existing and future liabilities and obligations to preferred equity holders of Welltower OP and its subsidiaries. Therefore, in the event of a bankruptcy, insolvency, liquidation or reorganization of Welltower OP or its subsidiaries, assets of Welltower OP or the applicable subsidiary will be available to satisfy any claims of our stockholders only after such liabilities and obligations have been satisfied in full.

Welltower is the initial member and majority owner of Welltower OP, with an approximate ownership interest of 99.751% as of December 31, 2022. In connection with our future acquisition activities or otherwise, Welltower OP may issue additional Class A Common Units ("OP Units") to third parties and admit additional members. Such issuances would reduce Welltower's percentage ownership in Welltower OP.

**Risks Arising from Our Capital Structure**

***We may become more leveraged***

Permanent financing for our investments is typically provided through a combination of public offerings of debt and equity securities and the incurrence or assumption of secured debt. The incurrence or assumption of indebtedness may cause us to become more leveraged, which could (1) require us to dedicate a greater portion of our cash flow to the payment of debt service, (2) make us more vulnerable to a downturn in the economy, (3) limit our ability to obtain additional financing, (4) negatively affect our credit ratings or outlook by one or more of the rating agencies or (5) make us more vulnerable to increases in interest rates because of the variable interest rates on some of our borrowings to the extent we have not entirely hedged such variable rate debt. In addition, any changes to benchmark rates may have an uncertain impact on our cost of funds and our access to the capital markets, which could impact our results of operations and cash flows. Uncertainty as to the nature of such potential changes may also adversely affect the trading market for our securities. Additional financing, therefore, may be unavailable, more expensive or restricted by the terms of our outstanding indebtedness.

***Cash available for distributions to stockholders may be insufficient to make dividend contributions at expected levels and are made at the discretion of the Board of Directors***

If cash available for distribution generated by our assets decreases due to dispositions or otherwise, we may be unable to make dividend distributions at expected levels. Our inability to make expected distributions would likely result in a decrease in the market price of our common stock. All distributions are made at the discretion of our Board of Directors in accordance with Delaware law and depend on our earnings, our financial condition, debt and equity capital available to us, our expectation of our future capital requirements and operating performance, restrictive covenants in our financial and other contractual

arrangements, maintenance of our REIT qualification, restrictions under Delaware law and other factors as our Board of Directors may deem relevant from time to time. Additionally, our ability to make distributions will be adversely affected if any of the risks described herein, or other significant adverse events, occur.

***We are subject to covenants in our debt agreements that could have a material adverse effect on our business, results of operations and financial condition***

Our debt agreements contain various covenants, restrictions and events of default. Among other things, these provisions require us to maintain certain financial ratios and minimum net worth and impose certain limits on our ability to incur indebtedness, create liens and make investments or acquisitions. Breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness, in addition to any other indebtedness cross-defaulted against such instruments. These defaults could have a material adverse effect on our business, results of operations and financial condition.

***Limitations on our ability to access capital could have an adverse effect on our ability to make future investments or to meet our obligations and commitments***

We cannot assure you that we will be able to raise the capital necessary to make future investments or to meet our obligations and commitments as they mature. Our access to capital depends upon a number of factors over which we have little or no control, including rising interest rates, inflation and other general market conditions; the market's perception of our growth potential and our current and potential future earnings and cash distributions; the market price of the shares of our common stock and the credit ratings of our debt securities; changes in the credit ratings on U.S. government debt securities; uncertainty from the transition to Secured Overnight Financing Rate ("SOFR") or any other interest rate benchmark; and default or delay in payment by the U.S. of its obligations. We also rely on the financial institutions that are parties to our revolving credit facilities. If these institutions become capital constrained, tighten their lending standards or become insolvent or if they experience excessive volumes of borrowing requests from other borrowers within a short period of time, they may be unable or unwilling to honor their funding commitments to us, which would adversely affect our ability to draw on our revolving credit facilities and, over time, could negatively impact our ability to consummate acquisitions, repay indebtedness as it matures, fund capital expenditures or make distributions to our stockholders. If our access to capital is limited by these factors or other factors, it could negatively impact our ability to acquire properties, repay or refinance our indebtedness, fund operations or make distributions to our stockholders.

***Downgrades in our credit ratings could have a material adverse effect on our cost and availability of capital***

We plan to manage the company to maintain a capital structure consistent with our current profile, but there can be no assurance that we will be able to maintain our current credit ratings. Any downgrades in terms of ratings or outlook by any or all of the rating agencies could have a material adverse effect on our cost and availability of capital, which could in turn have a material adverse effect on our results of operations, liquidity, cash flows, the trading/redemption price of our securities and our ability to satisfy our debt service obligations and to pay dividends and distributions to our equity holders.

***Increases in interest rates could have a material adverse effect on our cost of capital, and our decision to hedge against interest rate risk might not be effective***

The current high interest rate environment has been increasing interest cost on new and existing variable rate debt. Such increases in the cost of capital, and any further increases resulting from future interest rate hikes, could adversely impact our ability to finance operations, acquire and develop properties, and refinance existing debt. Additionally, increased interest rates may also result in less liquid property markets, limiting our ability to sell existing assets. Higher interest rates may also lead purchasers of our common stock to demand a greater annual dividend yield, which could adversely affect the market price of our common stock and could result in increased capitalization rates, which may lead to reduced valuation of our assets.

We may from time to time seek to manage our exposure to interest rate volatility with hedging arrangements, which involve additional risks, including the risks that counterparties may fail to honor their obligations under these arrangements, that these arrangements may not be effective in reducing our exposure to interest rate changes, that the amount of income we earn from hedging transactions may be limited by federal tax provisions governing REITs, and that these arrangements may reduce the benefits to us if interest rates decline. Developing and implementing an interest rate risk strategy is complex and no strategy can completely insulate us from risks associated with interest rate fluctuations and there can be no assurance that our hedging activities will be effective. Failure to hedge effectively against interest rate risk, if we choose to engage in such activities, could adversely affect our business, financial condition and results of operations.

**Risks Arising from Our Status as a REIT**

***We might fail to qualify or remain qualified as a REIT***

We intend to operate as a REIT under the Code, and believe we have operated and will continue to operate in such a manner. If we lose our status as a REIT, we will face serious income tax consequences that will substantially reduce the funds available for satisfying our obligations and for distribution to our stockholders because:



- Welltower would not be allowed a deduction for distributions to stockholders in computing our taxable income and would be subject to U.S. federal income tax at regular corporate rates;
- Welltower would be subject to increased state and local taxes; and
- unless Welltower is entitled to relief under statutory provisions, it could not elect to be subject to tax as a REIT for four taxable years following the year during which it was disqualified.

Since REIT qualification requires us to meet a number of complex requirements, it is possible that we may fail to fulfill them, and if we do, our earnings will be reduced by the amount of U.S. federal and other income taxes owed. A reduction in our earnings would affect the amount we could distribute to our stockholders. If we do not qualify as a REIT, we will not be required to make distributions to stockholders, since a non-REIT is not required to pay dividends to stockholders in order to maintain REIT status or avoid an excise tax. In addition, if we fail to qualify as a REIT, all distributions to stockholders will continue to be treated as dividends to the extent of our current and accumulated earnings and profits, although corporate stockholders may be eligible for the dividends received deduction, and individual stockholders may be eligible for taxation at the rates generally applicable to long-term capital gains with respect to distributions.

As a result of all these factors, our failure to qualify as a REIT also could impair our ability to implement our business strategy and would adversely affect the value of our common stock. Qualification as a REIT involves the application of highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations. The determination of various factual matters and circumstances not entirely within our control may affect our ability to remain qualified as a REIT. Although we believe that we qualify as a REIT, we cannot assure you that we will remain qualified as a REIT for U.S. federal income tax purposes.

***Failure of Welltower OP to maintain status as a partnership for U.S. federal income tax purposes***

We believe Welltower OP qualifies as a partnership for U.S. federal income tax purposes. As a partnership, Welltower OP is generally not subject to U.S. federal income tax on its income. Instead, each of the partners is allocated its share of Welltower OP's income. We cannot assure you, however, that the IRS will not challenge the status of Welltower OP as a partnership for U.S. federal income tax purposes. If the IRS were to successfully challenge the status of Welltower OP as a partnership, it would be taxable as a corporation. In such event, this would reduce the amount of distributions that Welltower OP could make. The treatment of Welltower OP as a corporation would also cause us to fail to qualify as a REIT. This would substantially reduce our cash available to pay distributions and the return on a unitholder and/or shareholder's investment.

***Certain subsidiaries might fail to qualify or remain qualified as a REIT***

We own interests in a number of entities which intend to operate as REITs for U.S. federal income tax purposes, some of which we consolidate for financial reporting purposes but each of which is treated as a separate REIT for federal income tax purposes (each a "Subsidiary REIT"). To qualify as a REIT, each Subsidiary REIT must independently satisfy all of the REIT qualification requirements under the Code, together with all other rules applicable to REITs. Provided that each Subsidiary REIT qualifies as a REIT, our interests in the Subsidiary REITs will be treated as qualifying real estate assets for purposes of the REIT asset tests. If a Subsidiary REIT fails to qualify as a REIT in any taxable year, such Subsidiary REIT would be subject to federal and state income taxes and would not be able to qualify as a REIT for the four subsequent taxable years following the year during which it was disqualified. Any such failure could have an adverse effect on our ability to comply with the REIT income and asset tests, and thus our ability to qualify as a REIT, unless we are able to avail ourselves of certain relief provisions.

***The tax imposed on any net income from "prohibited transactions" may limit our ability to engage in transactions which would be treated as sales for federal income tax purposes***

Any net income of a REIT from prohibited transactions (which are, in general, sales or other dispositions of property held primarily for sale to customers in the ordinary course of business, other than dispositions of foreclosure property) is subject to a 100% tax, unless certain safe harbor exceptions apply. Although we do not intend to hold any properties that would be characterized as held for sale to customers in the ordinary course of our business (other than through a TRS), such characterizations is a factual determination and no guarantee can be given that the IRS would agree with our characterization of our properties or that we will always be able to make use of the available safe harbors.

***The 90% annual distribution requirement will decrease our liquidity and may limit our ability to engage in otherwise beneficial transactions***

To comply with the 90% distribution requirement applicable to REITs and to avoid the nondeductible excise tax, we must make distributions to our stockholders. Although we anticipate that we generally will have sufficient cash or liquid assets to enable us to satisfy the REIT distribution requirement, it is possible that, from time to time, we may not have sufficient cash or other liquid assets to meet the 90% distribution requirement. This may be due to timing differences between the actual receipt of income and actual payment of deductible expenses, on the one hand, and the inclusion of that income and deduction of those expenses in arriving at our taxable income, on the other hand. In addition, non-deductible expenses such as principal amortization or repayments or capital expenditures in excess of non-cash deductions may cause us to fail to have sufficient cash or liquid assets to enable us to satisfy the 90% distribution requirement. In the event that timing differences occur, or we deem

it appropriate to retain cash, we may borrow funds, even if the then-prevailing market conditions are not favorable for these borrowings, issue additional equity securities (although we cannot assure you that we will be able to do so), pay taxable stock dividends, if possible, distribute other property or securities or engage in other transactions intended to enable us to meet the REIT distribution requirements. This may require us to raise additional capital to meet our obligations.

***Our use of TRSs is limited under the Code***

Under the Code, no more than 20% of the value of the gross assets of a REIT may be represented by securities of one or more TRSs. This limitation may affect our ability to increase the size of our TRSs' operations and assets, and there can be no assurance that we will be able to comply with the applicable limitation, or that such compliance will not adversely affect our business. Also, our TRSs may not, among other things, operate or manage certain health care facilities, which may cause us to forgo investments we might otherwise make. Finally, we may be subject to a 100% excise tax on the income derived from certain transactions with our TRSs that are not on an arm's-length basis. We believe our arrangements with our TRSs are on arm's-length terms and intend to continue to operate in a manner that allows us to avoid incurring the 100% excise tax described above, but there can be no assurance that we will be able to avoid application of that tax.

***The lease of qualified health care properties to a TRS is subject to special requirements***

We lease certain qualified health care properties to TRSs (or subsidiaries of TRSs), which lessees contract with managers (or related parties) to manage the health care operations at these properties. The rents from this TRS lessee structure are treated as qualifying rents from real property if (1) they are paid pursuant to an arm's-length lease of a qualified health care property with a TRS and (2) the manager qualifies as an eligible independent contractor (as defined in the Code). If any of these conditions are not satisfied, then the rents will not be qualifying rents.

***If certain sale-leaseback transactions are not characterized by the Internal Revenue Service ("IRS") as "true leases," we may be subject to adverse tax consequences***

We have purchased certain properties and leased them back to the sellers of such properties, and we may enter into similar transactions in the future. We intend for any such sale-leaseback transaction to be structured in such a manner that the lease will be characterized as a "true lease," thereby allowing us to be treated as the owner of the property for U.S. federal income tax purposes. However, depending on the terms of any specific transaction, the IRS might take the position that the transaction is not a "true lease" but is more properly treated in some other manner. In the event any sale-leaseback transaction is challenged and successfully re-characterized by the IRS, we would not be entitled to claim the deductions for depreciation and cost recovery generally available to an owner of property. Furthermore, if a sale-leaseback transaction were so re-characterized, we might fail to satisfy the REIT asset tests or income tests and, consequently, could lose our REIT status effective with the year of re-characterization. Alternatively, the amount of our REIT taxable income could be recalculated, which may cause us to fail to meet the REIT annual distribution requirements for a taxable year.

***We could be subject to changes in our tax rates, the adoption of new U.S. or international tax legislation, or exposure to additional tax liabilities***

We are subject to taxes in the U.S. and foreign jurisdictions. Because the U.S. maintains a worldwide corporate tax system, the foreign and U.S. tax systems are somewhat interdependent. Longstanding international norms that determine each country's jurisdiction to tax cross-border international trade are evolving and could reduce the ability of our foreign subsidiaries to deduct for foreign tax purposes the interest they pay on loans from us, thereby increasing the foreign tax liability of the subsidiaries; it is also possible that foreign countries could increase their withholding taxes on dividends and interest.

Our effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates or changes in tax laws or their interpretation. We are also subject to the examination of our tax returns and other tax matters by the IRS and other tax authorities and governmental bodies. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations. If we were subject to review or examination by the IRS or applicable foreign jurisdiction as the result of any new tax law changes, the ultimate determination of which may change our taxes owed for an amount in excess of amounts previously accrued or recorded, our financial condition, operating results, and cash flows could be adversely affected.

The present federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the federal income tax treatment of an investment in us. The federal income tax rules dealing with U.S. federal income taxation and REITs are constantly under review by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to regulations and interpretations.

We cannot predict how changes in the tax laws in the U.S. or foreign jurisdictions might affect our investors or us. Revisions in tax laws and interpretations thereof could significantly and negatively affect our ability to qualify as a REIT, as well as the tax considerations relevant to an investment in us, could cause us to change our investments and commitments, and adversely affect our earnings and cash flow.

***The impact to our TRSs of the Corporate Alternative Minimum Tax imposed by the Inflation Reduction Act of 2022 is uncertain and may be adverse***

For tax years beginning after December 31, 2022, the Inflation Reduction Act of 2022 ("IRA") imposes among other things, a 15% Corporate Alternative Minimum Tax ("Corporate AMT") on certain U.S. corporations with average adjusted financial statement income in excess of \$1 billion. Although, by its terms, the Corporate AMT is not applicable to REITs, it is not certain whether or how the Corporate AMT would apply to our TRSs.

In December 2022, the U.S. Department of the Treasury issued Notice 2023-7, indicating its intention to propose regulations and provide other guidance regarding the Corporate AMT and issuing certain interim rules on which taxpayers may rely. Until further regulations and guidance from the IRS and Treasury are released, the impact of the Corporate AMT on our TRSs is uncertain and it is possible that our TRSs will be subject to material U.S. federal income taxes under the Corporate AMT.

**Item 1B. *Unresolved Staff Comments***

None.

## Item 2. Properties

We lease our corporate headquarters located at 4500 Dorr Street, Toledo, Ohio 43615. We also lease corporate offices throughout the U.S., Canada and the United Kingdom and have ground leases relating to certain of our properties. The following table sets forth certain information regarding the properties that comprise our consolidated real property and real estate loan investments as of December 31, 2022 (dollars in thousands):

| Property Location    | Seniors Housing Operating |                  |                                    | Triple-net           |                  |                                    | Outpatient Medical   |                  |                                    |
|----------------------|---------------------------|------------------|------------------------------------|----------------------|------------------|------------------------------------|----------------------|------------------|------------------------------------|
|                      | Number of Properties      | Total Investment | Annualized Revenues <sup>(1)</sup> | Number of Properties | Total Investment | Annualized Revenues <sup>(1)</sup> | Number of Properties | Total Investment | Annualized Revenues <sup>(1)</sup> |
| Alabama              | 5                         | \$ 56,098        | \$ 14,082                          | 3                    | \$ 32,944        | \$ 4,831                           | 6                    | \$ 180,944       | \$ 12,759                          |
| Arkansas             | 1                         | 28,634           | 4,636                              | —                    | —                | —                                  | 1                    | 21,101           | 4,126                              |
| Arizona              | 12                        | 257,315          | 49,673                             | —                    | —                | —                                  | 7                    | 77,297           | 9,873                              |
| California           | 103                       | 3,622,974        | 825,685                            | 23                   | 429,725          | 67,220                             | 42                   | 1,009,678        | 107,924                            |
| Colorado             | 16                        | 492,334          | 113,236                            | 8                    | 223,886          | 22,444                             | —                    | —                | —                                  |
| Connecticut          | 5                         | 108,606          | 18,685                             | 4                    | 81,982           | 1,761                              | 7                    | 100,439          | 9,060                              |
| District Of Columbia | 2                         | 98,890           | 13,695                             | —                    | —                | —                                  | —                    | —                | —                                  |
| Delaware             | 7                         | 82,287           | 28,654                             | 4                    | 108,537          | 15,983                             | —                    | —                | —                                  |
| Florida              | 26                        | 852,694          | 174,325                            | 43                   | 473,995          | 54,592                             | 25                   | 228,998          | 54,370                             |
| Georgia              | 15                        | 242,060          | 55,073                             | 3                    | 37,748           | 3,726                              | 12                   | 206,707          | 33,173                             |
| Hawaii               | 1                         | 72,197           | 19,207                             | —                    | —                | —                                  | —                    | —                | —                                  |
| Iowa                 | 9                         | 121,634          | 34,521                             | 7                    | 54,697           | 4,335                              | —                    | —                | —                                  |
| Idaho                | 5                         | 85,097           | 6,597                              | —                    | —                | —                                  | 2                    | 48,932           | 4,989                              |
| Illinois             | 36                        | 593,381          | 156,924                            | 23                   | 329,716          | 28,257                             | 7                    | 106,322          | 15,205                             |
| Indiana              | 8                         | 221,430          | 37,627                             | 27                   | 401,856          | 48,528                             | —                    | —                | —                                  |
| Kansas               | 10                        | 150,366          | 47,729                             | 20                   | 170,160          | 21,711                             | —                    | —                | —                                  |
| Kentucky             | 4                         | 59,775           | 15,604                             | 3                    | 50,596           | 5,491                              | —                    | —                | —                                  |
| Louisiana            | 6                         | 110,579          | 30,427                             | 2                    | 39,387           | 3,150                              | —                    | —                | —                                  |
| Massachusetts        | 16                        | 479,962          | 80,746                             | 9                    | 184,382          | 10,136                             | 7                    | 100,984          | 8,949                              |
| Maryland             | 10                        | 485,082          | 98,579                             | 21                   | 258,479          | 31,931                             | 12                   | 245,700          | 24,302                             |
| Maine                | 1                         | 22,821           | 11,759                             | —                    | —                | —                                  | —                    | —                | —                                  |
| Michigan             | 26                        | 429,345          | 101,797                            | 25                   | 240,373          | 26,807                             | 13                   | 183,550          | 24,168                             |
| Minnesota            | 3                         | 76,447           | 13,070                             | 12                   | 225,611          | 23,456                             | 7                    | 141,675          | 31,718                             |
| Missouri             | 9                         | 169,720          | 22,413                             | —                    | —                | —                                  | 12                   | 183,171          | 22,980                             |
| Mississippi          | 3                         | 28,617           | 12,272                             | —                    | —                | —                                  | 1                    | 33,951           | 2,342                              |
| Montana              | 2                         | 24,572           | 7,874                              | —                    | —                | —                                  | —                    | —                | —                                  |
| North Carolina       | 10                        | 308,638          | 52,360                             | 51                   | 479,391          | 58,461                             | 25                   | 622,716          | 52,683                             |
| North Dakota         | 1                         | 13,012           | 1,385                              | —                    | —                | —                                  | —                    | —                | —                                  |
| Nebraska             | 9                         | 125,203          | 20,149                             | —                    | —                | —                                  | 1                    | 10,693           | 2,285                              |
| New Hampshire        | 3                         | 87,063           | 8,090                              | —                    | —                | —                                  | —                    | —                | —                                  |
| New Jersey           | 28                        | 703,917          | 216,156                            | 29                   | 585,422          | 58,196                             | 15                   | 333,582          | 45,012                             |
| Nevada               | 7                         | 126,258          | 33,248                             | —                    | —                | —                                  | 8                    | 125,313          | 10,184                             |
| New York             | 41                        | 823,123          | 175,092                            | 4                    | 36,960           | 7,442                              | 15                   | 409,221          | 33,538                             |
| Ohio                 | 47                        | 892,834          | 162,312                            | 41                   | 402,434          | 43,100                             | 7                    | 97,408           | 2,566                              |
| Oklahoma             | 13                        | 166,691          | 40,536                             | 12                   | 92,244           | 13,665                             | 2                    | 13,244           | 2,882                              |
| Oregon               | 14                        | 158,195          | 45,605                             | 1                    | 2,428            | 886                                | 1                    | 41,946           | 3,155                              |
| Pennsylvania         | 24                        | 386,404          | 100,825                            | 56                   | 574,040          | 94,479                             | 5                    | 84,040           | 6,147                              |
| South Carolina       | 5                         | 82,791           | 19,669                             | 7                    | 32,595           | 5,261                              | 2                    | 9,556            | 1,940                              |
| Tennessee            | 10                        | 199,251          | 43,621                             | 6                    | 60,628           | 7,551                              | 3                    | 64,860           | 9,078                              |
| Texas                | 76                        | 1,541,846        | 337,768                            | 23                   | 338,227          | 39,233                             | 59                   | 1,069,580        | 107,365                            |
| Utah                 | 4                         | 72,461           | 23,859                             | 1                    | 21,749           | 1,887                              | —                    | —                | —                                  |
| Virginia             | 9                         | 366,086          | 102,450                            | 29                   | 374,359          | 55,165                             | 6                    | 106,869          | 13,916                             |
| Washington           | 34                        | 893,930          | 201,840                            | 7                    | 86,874           | 7,994                              | 8                    | 178,104          | 27,753                             |
| Wisconsin            | 2                         | 18,823           | 7,108                              | 5                    | 84,390           | 10,230                             | 5                    | 84,634           | 9,472                              |
| West Virginia        | —                         | —                | —                                  | 1                    | 6,208            | 1,050                              | —                    | —                | —                                  |
| Total domestic       | 678                       | \$ 15,939,443    | \$ 3,586,963                       | 510                  | \$ 6,522,023     | \$ 778,959                         | 323                  | \$ 6,121,215     | \$ 693,914                         |
| Canada               | 107                       | 2,372,861        | 455,321                            | 6                    | 129,250          | 10,467                             | —                    | —                | —                                  |
| United Kingdom       | 65                        | 1,844,178        | 430,355                            | 54                   | 1,210,849        | 150,329                            | —                    | —                | —                                  |
| Total international  | 172                       | \$ 4,217,039     | \$ 885,676                         | 60                   | \$ 1,340,099     | \$ 160,796                         | —                    | \$ —             | \$ —                               |
| Grand total          | 850                       | \$ 20,156,482    | \$ 4,472,639                       | 570                  | \$ 7,862,122     | \$ 939,755                         | 323                  | \$ 6,121,215     | \$ 693,914                         |

<sup>(1)</sup> Represents revenue for the month ended December 31, 2022 annualized.

The following table sets forth occupancy and average annualized revenues for certain property types (excluding investments in unconsolidated entities):

|  | Occupancy <sup>(1)</sup> |       | Average Annualized Revenues <sup>(2)</sup> |           |              |
|--|--------------------------|-------|--|-----------|--------------|
|  | 2022                     | 2021  | 2022                                       | 2021      |              |
| Seniors Housing Operating <sup>(3)</sup> | 78.1%                    | 76.4% | \$ 49,987                                  | \$ 48,300 | per unit     |
| Triple-net <sup>(4)</sup>                | 76.2%                    | 73.0% | 17,330                                     | 19,675    | per bed/unit |
| Outpatient Medical <sup>(5)</sup>        | 95.2%                    | 95.4% | 38   | 37        | per sq. ft.  |

<sup>(1)</sup> We use unaudited, periodic financial information provided solely by tenants/borrowers to calculate occupancy for properties other than Outpatient Medical buildings and have not independently verified the information.

<sup>(2)</sup> Represents December annualized revenues divided by total beds, units or square feet in service, as presented in the tables above.

<sup>(3)</sup> Occupancy represents average occupancy of properties in service for the three months ended December 31.

<sup>(4)</sup> Occupancy represents average quarterly operating occupancy based on the quarters ended September 30 and excludes properties that are unstabilized, closed or for which data is not available or meaningful.

<sup>(5)</sup> Occupancy represents the percentage of total rentable square feet leased and occupied (including month-to-month and holdover leases and excluding terminations) as of December 31.

The following table sets forth information regarding lease expirations for certain portions of our portfolio as of December 31, 2022 (dollars in thousands):

|                            | Expiration Year <sup>(1)</sup> |           |           |           |           |           |           |           |           |           |            |
|----------------------------|--------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|------------|
|                            | 2023                           | 2024      | 2025      | 2026      | 2027      | 2028      | 2029      | 2030      | 2031      | 2032      | Thereafter |
| <b>Triple-net:</b>         |                                |           |           |           |           |           |           |           |           |           |            |
| Properties                 | 3                              | 4         | 15        | 50        | 2         | 4         | 4         | 34        | 6         | 88        | 337        |
| Base rent <sup>(2)</sup>   | \$ 5,169                       | \$ 13,088 | \$ 6,612  | \$ 43,465 | \$ 1,182  | \$ 5,246  | \$ 4,001  | \$ 68,919 | \$ 12,773 | \$ 65,629 | \$ 393,268 |
| % of base rent             | 0.8 %                          | 2.1 %     | 1.1 %     | 7.0 %     | 0.2 %     | 0.8 %     | 0.6 %     | 11.1 %    | 2.1 %     | 10.6 %    | 63.6 %     |
| Units                      | 388                            | 692       | 451       | 3,489     | 180       | 440       | 219       | 3,669     | 542       | 4,314     | 37,320     |
| % of units                 | 0.8 %                          | 1.3 %     | 0.9 %     | 6.7 %     | 0.3 %     | 0.9 %     | 0.4 %     | 7.1 %     | 1.0 %     | 8.3 %     | 72.3 %     |
| <b>Outpatient Medical:</b> |                                |           |           |           |           |           |           |           |           |           |            |
| Square feet                | 2,046,278                      | 1,844,706 | 1,210,369 | 1,266,337 | 1,397,012 | 1,070,909 | 997,165   | 1,145,303 | 1,615,952 | 1,171,514 | 3,656,379  |
| Base rent <sup>(2)</sup>   | \$ 58,210                      | \$ 56,157 | \$ 36,284 | \$ 36,568 | \$ 38,694 | \$ 28,656 | \$ 28,013 | \$ 31,524 | \$ 44,050 | \$ 34,704 | \$ 97,020  |
| % of base rent             | 11.9 %                         | 11.5 %    | 7.4 %     | 7.5 %     | 7.9 %     | 5.8 %     | 5.7 %     | 6.4 %     | 9.0 %     | 7.1 %     | 19.8 %     |
| Leases                     | 436                            | 319       | 241       | 209       | 201       | 145       | 76        | 83        | 63        | 124       | 421        |
| % of leases                | 18.8 %                         | 13.8 %    | 10.4 %    | 9.0 %     | 8.7 %     | 6.3 %     | 3.3 %     | 3.6 %     | 2.7 %     | 5.3 %     | 18.1 %     |

<sup>(1)</sup> Excludes investments in unconsolidated entities, developments, land parcels, loans receivable and sub-leases. Investments classified as held for sale are included in 2023.

<sup>(2)</sup> The most recent monthly cash base rent annualized. Base rent does not include tenant recoveries or amortization of above and below market lease intangibles or other non-cash income.

### Item 3. Legal Proceedings

From time to time, there are various legal proceedings pending against us that arise in the ordinary course of our business. Management does not believe that the resolution of any of these legal proceedings either individually or in the aggregate will have a material adverse effect on our business, results of operations or financial condition. Further, from time to time, we are party to certain legal proceedings for which third parties, such as tenants, operators and/or managers are contractually obligated to indemnify, defend and hold us harmless. In some of these matters, the indemnitors have insurance for the potential damages. In other matters, we are being defended by tenants and other obligated third parties and these indemnitors may not have sufficient insurance, assets, income or resources to satisfy their defense and indemnification obligations to us. The unfavorable resolution of such legal proceedings could, individually or in the aggregate, materially adversely affect the indemnitors' ability to satisfy their respective obligations to us, which, in turn, could have a material adverse effect on our business, results of operations or financial condition. It is management's opinion that there are currently no such legal proceedings pending that will, individually or in the aggregate, have such a material adverse effect. Despite management's view of the ultimate resolution of these legal proceedings, we may have significant legal expenses and costs associated with the defense of such matters. Further, management cannot predict the outcome of these legal proceedings and if management's expectation regarding such matters is not correct, such proceedings could have a material adverse effect on our business, results of operations or financial condition.

### Item 4. Mine Safety Disclosures

None.

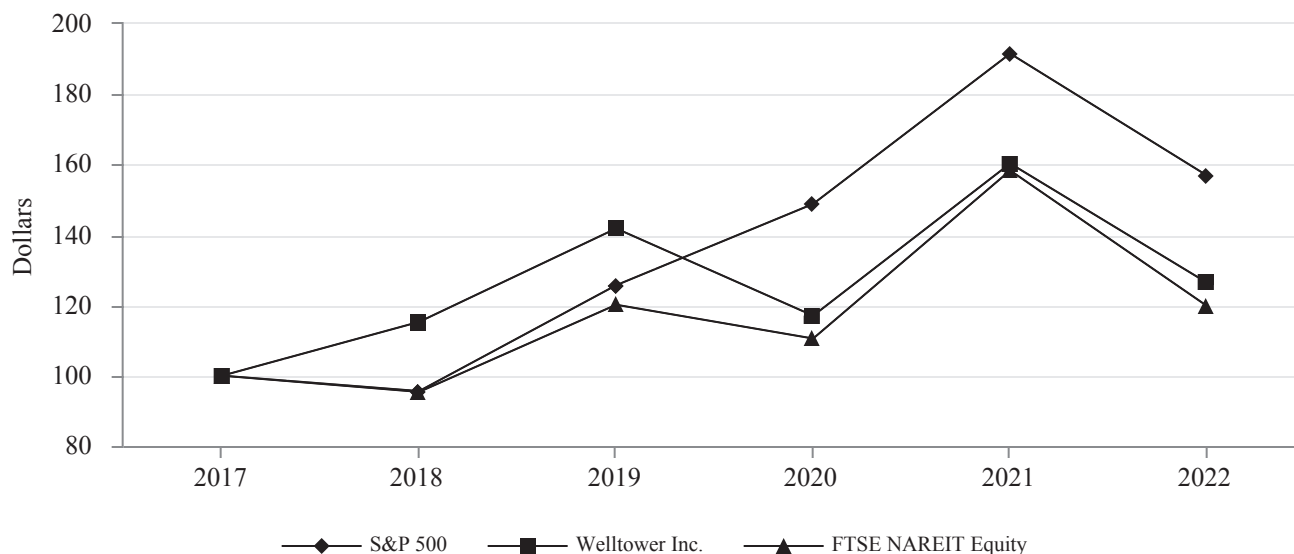
## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock trades on the New York Stock Exchange (NYSE:WELL). There were 3,002 stockholders of record as of February 16, 2023.

#### Stockholder Return Performance Presentation

The graph and table below compares the yearly percentage change and the cumulative total stockholder return on our shares of common stock against the cumulative total return of the S&P Composite-500 Stock Index and the FTSE NAREIT Equity Index. The data are based on the closing prices as of December 31 for each of the five years presented. 2017 equals \$100 and dividends are assumed to be reinvested.



|                    | <u>12/31/2017</u> | <u>12/31/2018</u> | <u>12/31/2019</u> | <u>12/31/2020</u> | <u>12/31/2021</u> | <u>12/31/2022</u> |
|--------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| S & P 500          | \$ 100.00         | \$ 95.62          | \$ 125.72         | \$ 148.85         | \$ 191.58         | \$ 156.88         |
| Welltower Inc.     | 100.00            | 115.30            | 141.86            | 117.05            | 160.34            | 126.40            |
| FTSE NAREIT Equity | 100.00            | 95.38             | 120.17            | 110.56            | 158.36            | 119.78            |

Except to the extent that we specifically incorporate this information by reference, the foregoing Stockholder Return Performance Presentation shall not be deemed incorporated by reference by any general statement incorporating by reference this Annual Report on Form 10-K into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended. This information shall not otherwise be deemed filed under such Acts.

During the three months ended December 31, 2022, we acquired shares of our common stock held by employees who tendered shares to satisfy tax withholding obligations upon the vesting of previously issued restricted stock awards. Specifically, the number of shares of common stock acquired from employees and the average prices paid per share for each month in the fourth quarter ended December 31, 2022 are shown in the table below:

| Issuer Purchases of Equity Securities      |                                  |                              |   |   |
|--|----------------------------------|------------------------------|---|---|
| Period                                     | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Repurchase Program | Maximum Dollar Value of Shares that May Yet Be Purchased Under the Repurchase Program |
| October 1, 2022 through October 31, 2022   | 285                              | \$ 64.32                     | —   | \$ —  |
| November 1, 2022 through November 30, 2022 | —                                | —                            | —   | 3,000,000,000   |
| December 1, 2022 through December 31, 2022 | —                                | —                            | —   | 3,000,000,000   |
| Totals                                     | 285                              | \$ 64.32                     | —   | \$ 3,000,000,000  |

On November 7, 2022, our Board of Directors approved a share repurchase program for up to \$3,000,000,000 of common stock (the "Stock Repurchase Program"). Under the Stock Repurchase Program, we are not required to purchase shares but may choose to do so in the open market or through privately-negotiated transactions, through block trades, by effecting a tender offer, by way of an accelerated share repurchase program, through the purchase of call options or the sale of put options, or otherwise, or by any combination of the foregoing. We expect to finance any share repurchases using available cash and may use proceeds from borrowings or debt offerings. The Stock Repurchase Program has no expiration date and does not obligate us to repurchase any specific number of shares. We did not repurchase any shares of our common stock through the Stock Repurchase Program during the three months ended December 31, 2022.

**Item 6. *[Reserved]***

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## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is based primarily on the consolidated financial statements of Welltower Inc. presented in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") for the periods presented and should be read together with the notes thereto contained in this Annual Report on Form 10-K. Other important factors are identified in "Item 1 — Business" and "Item 1A — Risk Factors" above.

On March 7, 2022, we announced our intent to complete an UPREIT reorganization. In February 2022, the company formerly known as Welltower Inc. ("Old Welltower") formed WELL Merger Holdco Inc. ("New Welltower") as a wholly owned subsidiary, and New Welltower formed WELL Merger Holdco Sub Inc. ("Merger Sub") as a wholly owned subsidiary. On April 1, 2022, Merger Sub merged with and into Old Welltower, with Old Welltower continuing as the surviving corporation and a wholly owned subsidiary of New Welltower. In connection with the Merger, Old Welltower's name was changed to "Welltower OP Inc.", and New Welltower inherited the name "Welltower Inc." Effective May 24, 2022, Welltower OP Inc. ("Welltower OP") converted from a Delaware corporation into a Delaware limited liability company named Welltower OP LLC. Following the LLC Conversion, New Welltower's business continues to be conducted through Welltower OP and New Welltower does not have substantial assets or liabilities, other than through its investment in Welltower OP.

Unless stated otherwise or the context otherwise requires, references to "Welltower" mean Welltower Inc. and references to "Welltower OP" mean Welltower OP LLC. References to "we," "us" and "our" mean collectively Welltower, Welltower OP and those entities/subsidiaries owned or controlled by Welltower and/or Welltower OP.

### Executive Summary

#### Company Overview

Welltower Inc. (NYSE:WELL), an S&P 500 company headquartered in Toledo, Ohio, is driving the transformation of health care infrastructure. The Company invests with leading seniors housing operators, post-acute providers and health systems to fund the real estate and infrastructure needed to scale innovative care delivery models and improve people's wellness and overall health care experience. Welltower Inc., a real estate investment trust ("REIT"), owns interests in properties concentrated in major, high-growth markets in the United States ("U.S."), Canada and the United Kingdom ("U.K."), consisting of seniors housing and post-acute communities and outpatient medical properties.

Welltower Inc. is the initial member and majority owner of Welltower OP, with an approximate ownership interest of 99.751% as of December 31, 2022. All of our property ownership, development and related business operations are conducted through Welltower OP and Welltower Inc. has no material assets or liabilities other than its investment in Welltower OP. Welltower Inc. issues equity from time to time, the net proceeds of which it is obligated to contribute as additional capital to Welltower OP. All debt including credit facilities, senior notes and secured debt is incurred by Welltower OP, and Welltower Inc. has fully and conditionally guaranteed all existing and future senior unsecured notes.

The following table summarizes our consolidated portfolio for the year ended December 31, 2022 (dollars in thousands):

| Type of Property          | NOI <sup>(1)</sup>  | Percentage of<br>NOI | Number of<br>Properties |
|---------------------------|---------------------|----------------------|-------------------------|
| Seniors Housing Operating | \$ 953,372          | 41.2 %               | 850                     |
| Triple-net                | 887,024             | 38.3 %               | 570                     |
| Outpatient Medical        | 472,760             | 20.5 %               | 323                     |
| Totals                    | <u>\$ 2,313,156</u> | <u>100.0 %</u>       | <u>1,743</u>            |

<sup>(1)</sup> Represents consolidated net operating income ("NOI") and excludes our share of investments in unconsolidated entities. Entities in which we have a joint venture with a minority partner are shown at 100% of the joint venture amount. See Non-GAAP Financial Measures for additional information and reconciliation.

The COVID-19 pandemic has had and may continue to have material and adverse effects on our financial condition, results of operations and cash flows in the future. The extent to which the COVID-19 pandemic impacts our operations and those of our operators and tenants will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the pandemic, the effectiveness of vaccines, the actions taken to contain the pandemic or mitigate its impact and the direct and indirect economic effects of the pandemic and containment measures, the overall pace of recovery, among others.

Our Seniors Housing Operating revenues are dependent on occupancy which has increased during the year ended December 31, 2022. As of December 31, 2022, nearly all communities are open for new admissions and allowing visitors, in-person tours and communal dining activities.

We have incurred increased operational costs as a result of public health measures and other regulations affecting our properties, as well as additional health and safety measures adopted by us and our operators related to the COVID-19 pandemic, including increases in labor, personal protective equipment and sanitation. We expect total Seniors Housing Operating expenses to remain elevated as many of these additional health and safety measures have become standard practice.

## Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

Our Triple-net operators are experiencing similar trends related to occupancy and operating costs as described above with respect to our Seniors Housing Operating properties. However, long-term/post-acute care facilities are generally experiencing a higher degree of occupancy declines. These factors may continue to impact the ability of our Triple-net operators to make contractual rent payments to us in the future. Many of our Triple-net operators received funds under the Coronavirus Aid Relief, and Economic Security Act ("CARES Act") Paycheck Protection Program and Provider Relief Fund.

### ***Business Strategy***

Our primary objectives are to protect stockholder capital and enhance stockholder value. We seek to pay consistent cash dividends to stockholders and create opportunities to increase dividend payments to stockholders as a result of annual increases in NOI and portfolio growth. To meet these objectives, we invest across the full spectrum of seniors housing and health care real estate and diversify our investment portfolio by property type, relationship and geographic location.

Substantially all of our revenues are derived from operating lease rentals, resident fees and services and interest earned on outstanding loans receivable. These items represent our primary sources of liquidity to fund distributions and depend upon the continued ability of our obligors to make contractual rent and interest payments to us and the profitability of our operating properties. To the extent that our obligors/partners experience operating difficulties and become unable to generate sufficient cash to make payments or operating distributions to us, there could be a material adverse impact on our consolidated results of operations, liquidity and/or financial condition. To mitigate this risk, we monitor our investments through a variety of methods determined by the type of property. Our asset management process for seniors housing properties generally includes review of monthly financial statements and other operating data for each property, review of obligor/partner creditworthiness, property inspections and review of covenant compliance relating to licensure, real estate taxes, letters of credit and other collateral. Our internal property management division manages and monitors the outpatient medical portfolio with a comprehensive process including review of tenant relations, lease expirations, the mix of health service providers, hospital/health system relationships, property performance, capital improvement needs and market conditions among other things. We evaluate the operating environment in each property's market to determine the likely trend in operating performance of the facility. When we identify unacceptable trends, we seek to mitigate, eliminate or transfer the risk. Through these efforts, we generally aim to intervene at an early stage to address any negative trends, and in so doing, support both the collectability of revenue and the value of our investment.

In addition to our asset management and research efforts, we also aim to structure our relevant investments to mitigate payment risk. Operating leases and loans are normally credit enhanced by guarantees and/or letters of credit. In addition, operating leases are typically structured as master leases and loans are generally cross-defaulted and cross-collateralized with other real estate loans, operating leases or agreements between us and the obligor and its affiliates.

For the year ended December 31, 2022, resident fees and services and rental income represented 71% and 25%, respectively, of total revenues. Substantially all of our operating leases are designed with escalating rent structures. Leases with fixed annual rental escalators are generally recognized on a straight-line basis over the initial lease period, subject to a collectability assessment. Rental income related to leases with contingent rental escalators is generally recorded based on the contractual cash rental payments due for the period. Our yield on loans receivable depends upon a number of factors, including the stated interest rate, the average principal amount outstanding during the term of the loan and any interest rate adjustments.

Our primary sources of cash include resident fees and services, rent and interest receipts, borrowings under our unsecured revolving credit facility and commercial paper program, public issuances of debt and equity securities, proceeds from investment dispositions and principal payments on loans receivable. Our primary uses of cash include dividend distributions, debt service payments (including principal and interest), real property investments (including acquisitions, capital expenditures, construction advances and transaction costs), loan advances, property operating expenses, general and administrative expenses and other expenses. Depending upon the availability and cost of external capital, we believe our liquidity is sufficient to fund these uses of cash.

We also continuously evaluate opportunities to finance future investments. New investments are generally funded from temporary borrowings under our unsecured revolving credit facility and commercial paper program, internally generated cash and the proceeds from investment dispositions. Our investments generate cash from NOI and principal payments on loans receivable. Permanent financing for future investments, which replaces funds drawn under our unsecured revolving credit facility and commercial paper program, has historically been provided through a combination of the issuance of public debt and equity securities and the incurrence or assumption of secured debt.

Depending upon market conditions, we believe that new investments will be available in the future with spreads over our cost of capital that will generate appropriate returns to our stockholders. It is also likely that investment dispositions may occur in the future. To the extent that investment dispositions exceed new investments, our revenues and cash flows from operations could be adversely affected. We expect to reinvest the proceeds from any investment dispositions in new investments. To the extent that new investment requirements exceed our available cash on-hand, we expect to borrow under our unsecured revolving credit facility and commercial paper program. At December 31, 2022, we had \$631,681,000 of cash and cash equivalents, \$90,611,000 of restricted cash and \$4,000,000,000 of available borrowing capacity under our unsecured revolving credit facility.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Key Transactions

*Capital* The following summarizes key capital transactions that occurred during the year ended December 31, 2022:

- In March 2022, we completed the issuance of \$550,000,000 senior unsecured notes bearing interest at 3.85% with a maturity date of June 2032.
- In April 2022, we entered into an amended and restated ATM Program (as defined below) pursuant to which we may offer and sell up to \$3,000,000,000 of common stock from time to time. During 2022, we sold 37,905,638 shares of common stock under our current and previous ATM Programs via forward sale agreements, generating gross proceeds of approximately \$3,280,798,000. The sale of these shares and the settlement of outstanding forward sales from prior years resulted in gross proceeds of approximately \$3,715,971,000.
- In June 2022, we closed on an amended \$5,200,000,000 unsecured credit facility with improved pricing across our term loans. The credit facility includes \$4,000,000,000 of revolving credit capacity at a borrowing rate of 77.5 basis points over the adjusted SOFR rate, \$1,000,000,000 of USD term loan capacity at a borrowing rate of 85.0 basis points over the adjusted SOFR rate and \$250,000,000 CAD term loan capacity at 85.0 basis points over CDOR.
- We extinguished \$399,066,000 of secured debt at a blended average interest rate of 5.54% throughout 2022.

*Investments* The following summarizes property acquisitions and joint venture investments completed during the year ended December 31, 2022 (dollars in thousands):

|                           | Properties | Book Amount <sup>(1)</sup> | Capitalization Rates <sup>(2)</sup> |
|---------------------------|------------|----------------------------|-------------------------------------|
| Seniors Housing Operating | 77         | \$ 2,511,408               | 4.7%                                |
| Triple-net                | 5          | 66,784                     | 0.2%                                |
| Outpatient Medical        | 12         | 360,905                    | 5.4%                                |
| Totals                    | 94         | \$ 2,939,097               | 4.6%                                |

<sup>(1)</sup> Represents amounts recorded in net real estate investments including fair value adjustments pursuant to U.S. GAAP. See Note 3 to our consolidated financial statements for additional information.

<sup>(2)</sup> Represents annualized contractual or projected NOI to be received in cash divided by investment amounts.

*Dispositions* The following summarizes property dispositions completed during the year ended December 31, 2022 (dollars in thousands):

|                           | Properties | Proceeds <sup>(1)</sup> | Book Amount <sup>(2)</sup> | Capitalization Rates <sup>(3)</sup> |
|---------------------------|------------|-------------------------|----------------------------|-------------------------------------|
| Seniors Housing Operating | 5          | \$ 88,815               | \$ 85,413                  | —%                                  |
| Triple-net                | 11         | 109,917                 | 89,827                     | 3.8%                                |
| Outpatient Medical        | —          | 764                     | 393                        | —%                                  |
| Totals                    | 16         | \$ 199,496              | \$ 175,633                 | 3.8%                                |

<sup>(1)</sup> Represents pro rata proceeds received upon disposition including any seller financing.

<sup>(2)</sup> Represents carrying value of net real estate assets at time of disposition. See Note 5 to our consolidated financial statements for additional information.

<sup>(3)</sup> Represents annualized contractual income that was being received in cash at date of disposition divided by stated purchase price. Excludes properties sold that were recent development conversions.

*Dividends* Our Board of Directors declared a cash dividend for the quarter ended December 31, 2022 of \$0.61 per share. On March 8, 2023, we will pay our 207th consecutive quarterly dividend payment to stockholders of record on February 28, 2023.

### Key Performance Indicators, Trends and Uncertainties

We utilize several key performance indicators to evaluate the various aspects of our business. These indicators are discussed below and relate to operating performance, credit strength and concentration risk. Management uses these key performance indicators to facilitate internal and external comparisons to our historical operating results, in making operating decisions, and for budget planning purposes.

*Operating Performance* We believe that net income and net income attributable to common stockholders (“NICS”) per the Consolidated Statements of Comprehensive Income are the most appropriate earnings measures. Other useful supplemental measures of our operating performance include funds from operations attributable to common stockholders (“FFO”) and consolidated net operating income (“NOI”); however, these supplemental measures are not defined by U.S. GAAP. Please refer to the section entitled “Non-GAAP Financial Measures” for further discussion and reconciliations. These earnings measures are widely used by investors and analysts in the valuation, comparison and investment recommendations of companies.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following table reflects the recent historical trends of our operating performance measures for the periods presented (in thousands):

|   | Year Ended December 31, |            |              |
|---|-------------------------|------------|--------------|
|   | 2022                    | 2021       | 2020         |
| Net income  | \$ 160,568              | \$ 374,479 | \$ 1,038,852 |
| Net income attributable to common stockholders            | 141,214                 | 336,138    | 978,844      |
| Funds from operations attributable to common stockholders | 1,478,072               | 1,220,722  | 1,102,562    |
| Consolidated net operating income                         | 2,301,845               | 1,967,553  | 2,008,144    |

**Credit Strength** 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 restricted cash. The coverage ratios indicate our ability to service interest and fixed charges (interest and secured debt principal amortization). We expect to maintain capitalization ratios and coverage ratios sufficient to maintain a capital structure consistent with our current profile. The coverage ratios are based on earnings before interest, taxes, depreciation and amortization ("EBITDA") and adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"). Please refer to the section entitled "Non-GAAP Financial Measures" for further discussion and reconciliation of these measures. Leverage ratios and coverage ratios are widely used by investors, analysts and rating agencies in the valuation, comparison, investment recommendations and rating of companies. The following table reflects the recent historical trends for our credit strength measures for the periods presented:

|   | Year Ended December 31, |       |       |
|---|-------------------------|-------|-------|
|   | 2022                    | 2021  | 2020  |
| Net debt to book capitalization ratio               | 39.5%                   | 42.2% | 40.8% |
| Net debt to undepreciated book capitalization ratio | 32.1%                   | 34.9% | 33.8% |
| Net debt to market capitalization ratio             | 29.5%                   | 25.9% | 29.6% |
| Interest coverage ratio                             | 3.73x                   | 3.89x | 5.04x |
| Fixed charge coverage ratio                         | 3.37x                   | 3.43x | 4.49x |
| Adjusted interest coverage ratio                    | 3.94x                   | 3.89x | 3.97x |
| Adjusted fixed charge coverage ratio                | 3.56x                   | 3.43x | 3.54x |

**Concentration Risk** We evaluate our concentration risk in terms of NOI by property mix, relationship mix and geographic mix. Concentration risk is a valuable measure in understanding what portion of our NOI could be at risk if certain sectors were to experience downturns. Property mix measures the portion of our NOI that relates to our various property types. Relationship mix measures the portion of our NOI that relates to our current top five relationships. Geographic mix measures the portion of our NOI that relates to our current top five states (or international equivalents). The following table reflects our recent historical trends of concentration risk by NOI for the years indicated below:

|                                    | December 31, <sup>(1)</sup> |      |      |
|------------------------------------|-----------------------------|------|------|
|                                    | 2022                        | 2021 | 2020 |
| Property mix:                      |                             |      |      |
| Seniors Housing Operating          | 41%                         | 35%  | 38%  |
| Triple-net                         | 38%                         | 43%  | 37%  |
| Outpatient Medical                 | 21%                         | 22%  | 25%  |
| Relationship mix:                  |                             |      |      |
| ProMedica                          | 10%                         | 12%  | 11%  |
| Sunrise Senior Living              | 7%                          | 10%  | 13%  |
| Atria Senior Living <sup>(2)</sup> | 6%                          | 2%   | —%   |
| HC-One Group                       | 4%                          | 3%   | —%   |
| Cogir Management Corporation       | 3%                          | 2%   | 2%   |
| Remaining                          | 70%                         | 71%  | 74%  |
| Geographic mix:                    |                             |      |      |
| California                         | 14%                         | 13%  | 14%  |
| United Kingdom                     | 10%                         | 13%  | 10%  |
| Texas                              | 8%                          | 8%   | 9%   |
| Canada                             | 6%                          | 6%   | 6%   |
| New Jersey                         | 6%                          | 6%   | 5%   |
| Remaining                          | 56%                         | 54%  | 56%  |

<sup>(1)</sup> Excludes our share of investments in unconsolidated entities and non-segment/corporate NOI. Entities in which we have a joint venture with a minority partner are shown at 100% of the joint venture amount.

<sup>(2)</sup> Year ended December 31, 2022 includes \$58,621,000 of income recognized upon termination of a lease. See Note 3 to our consolidated financial statements for further details.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

In December 2022, ProMedica relinquished to Welltower its 15% interest in 147 skilled nursing facilities previously owned by the Welltower/ProMedica joint venture in exchange for a lease modification, which relieved ProMedica from its lease obligation on the 147 skilled nursing properties and amended the lease on the remaining 58 assisted living and memory care properties that continue to be held by the Welltower/ProMedica joint venture. The 58 assisted living and memory care assets continue to be operated by ProMedica and backed by the existing guaranty.

Concurrently with the above, Welltower and Integra Healthcare Properties ("Integra") entered into master leases for the skilled nursing portfolio. Approximately 15 regional operators will enter into subleases with Integra to operate the properties. Also in December 2022, we sold to Integra a 15% ownership interest in 54 of those skilled nursing facilities for approximately \$73 million. This transaction represents the initial tranche of the newly formed joint venture owned 85% by Welltower and 15% by Integra, which is anticipated to include the 147 skilled nursing facilities. In January 2023, Integra acquired a 15% interest in 31 of the remaining 93 skilled nursing facilities for approximately \$74 million, representing the second tranche of the WELL/Integra joint venture. Integra is expected to buy into the remaining 62 assets throughout 2023.

ProMedica NOI for the year ended December 31, 2022 was comprised of \$59,687,000 relating to the 58 assisted living and memory care properties (3% of total NOI) and \$180,441,000 relating to the 147 skilled nursing properties (8% of total NOI).

We evaluate our key performance indicators in conjunction with current expectations to determine if historical trends are indicative of future results. Our expected results may not be achieved and actual results may differ materially from our expectations. Factors that may cause actual results to differ from expected results are described in "Item 1 — Business — Cautionary Statement Regarding Forward-Looking Statements" and "Item 1A — Risk Factors" and other sections of this Annual Report on Form 10-K. Management regularly monitors economic and other factors to develop strategic and tactical plans designed to improve performance and maximize our competitive position. Our ability to achieve our financial objectives is dependent upon our ability to effectively execute these plans and to appropriately respond to emerging economic and company-specific trends. Please refer to "Item 1 — Business," "Item 1A — Risk Factors" in this Annual Report on Form 10-K for further discussion of these risk factors.

### Corporate Governance

Maintaining investor confidence and trust is important in today's business environment. Our Board of Directors and management are strongly committed to policies and procedures that reflect the highest level of ethical business practices. Our corporate governance guidelines provide the framework for our business operations and emphasize our commitment to increase stockholder value while meeting all applicable legal requirements. These guidelines meet the listing standards adopted by the New York Stock Exchange and are available on the Internet at [www.welltower.com/investors/governance](http://www.welltower.com/investors/governance). The information on our website is not incorporated by reference in this Annual Report on Form 10-K, and our web address is included as an inactive textual reference only.

### Liquidity and Capital Resources

#### Sources and Uses of Cash

Our primary sources of cash include resident fees and services, rent and interest receipts, borrowings under our unsecured revolving credit facility and commercial paper program, public issuances of debt and equity securities, proceeds from investment dispositions and principal payments on loans receivable. Our primary uses of cash include dividend distributions, debt service payments (including principal and interest), real property investments (including acquisitions, capital expenditures, construction advances and transaction costs), loan advances, property operating expenses, general and administrative expenses and other expenses. These sources and uses of cash are reflected in our Consolidated Statements of Cash Flows and are discussed in further detail below. The following is a summary of our sources and uses of cash flows for the periods presented (dollars in thousands):

|   | Year Ended   |              | One Year Change |      | Year Ended   |                | One Year Change |                | Two Year Change |  |
|---|--------------|--------------|-----------------|------|--------------|----------------|-----------------|----------------|-----------------|--|
|   | December 31, | December 31, |                 |      | December 31, |                |                 |                |                 |  |
|   | 2022         | 2021         | \$              | %    | 2020         | \$             | %               | \$             | %               |  |
| Cash, cash equivalents and restricted cash at beginning of period | \$ 346,755   | \$ 2,021,043 | \$ (1,674,288)  | -83% | \$ 385,766   | \$ 1,635,277   | 424%            | \$ (39,011)    | -10%            |  |
| Net cash provided from (used in):                                 |              |              |                 |      |              |                |                 |                |                 |  |
| Operating activities  | 1,328,708    | 1,275,325    | 53,383          | 4%   | 1,364,756    | (89,431)       | -7%             | (36,048)       | -3%             |  |
| Investing activities  | (3,703,815)  | (4,516,268)  | 812,453         | -18% | 2,347,928    | (6,864,196)    | n/a             | (6,051,743)    | n/a             |  |
| Financing activities  | 2,761,277    | 1,567,664    | 1,193,613       | 76%  | (2,080,858)  | 3,648,522      | n/a             | 4,842,135      | n/a             |  |
| Effect of foreign currency translation                            | (10,633)     | (1,009)      | (9,624)         | 954% | 3,451        | (4,460)        | n/a             | (14,084)       | n/a             |  |
| Cash, cash equivalents and restricted cash at end of period       | \$ 722,292   | \$ 346,755   | \$ 375,537      | 108% | \$ 2,021,043 | \$ (1,674,288) | -83%            | \$ (1,298,751) | -64%            |  |

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

*Operating Activities* The changes in net cash provided from operating activities was immaterial. Please see "Results of Operations" for discussion of net income fluctuations. For the years ended December 31, 2022, 2021 and 2020, cash flows from operations exceeded cash distributions to stockholders.

*Investing Activities* The changes in net cash provided from/used in investing activities are primarily attributable to net changes in real property investments and dispositions, loans receivable and investments in unconsolidated entities, which are summarized above in "Key Transactions." Please refer to Notes 3 and 5 of our consolidated financial statements for additional information. The following is a summary of cash used in non-acquisition capital improvement activities for the periods presented (dollars in thousands):

|   | Year Ended          |                   | One Year Change   |            | Year Ended        |                   | One Year Change |                   | Two Year Change |  |
|---|---------------------|-------------------|-------------------|------------|-------------------|-------------------|-----------------|-------------------|-----------------|--|
|   | December 31,        | December 31,      |                   |            | December 31,      |                   |                 |                   |                 |  |
|   | 2022                | 2021              | \$                | %          | 2020              | \$                | %               | \$                | %               |  |
| New development   | \$ 631,737          | \$ 417,963        | \$ 213,774        | 51%        | \$ 201,336        | \$ 216,627        | 108%            | \$ 430,401        | 214%            |  |
| Recurring capital expenditures, tenant improvements and lease commissions | 198,576             | 99,994            | 98,582            | 99%        | 83,146            | 16,848            | 20%             | 115,430           | 139%            |  |
| Renovations, redevelopments and other capital improvements                | 277,440             | 182,594           | 94,846            | 52%        | 161,843           | 20,751            | 13%             | 115,597           | 71%             |  |
| Total   | <u>\$ 1,107,753</u> | <u>\$ 700,551</u> | <u>\$ 407,202</u> | <u>58%</u> | <u>\$ 446,325</u> | <u>\$ 254,226</u> | <u>57%</u>      | <u>\$ 661,428</u> | <u>148%</u>     |  |

The change in new development is primarily due to the number and size of construction projects on-going during the relevant periods. Renovations, redevelopments and other capital improvements include expenditures to maximize property value, increase net operating income, maintain a market-competitive position and/or achieve property stabilization. The increase in overall development and recurring capital expenditures, tenant improvements and lease commissions is due primarily to portfolio growth and increased spending after a contraction during the pandemic.

*Financing Activities* The changes in net cash provided from/used in financing activities are primarily attributable to changes related to our long-term debt arrangements, the issuances of common stock and dividend payments which are summarized above in "Key Transactions." Please refer to Notes 10, 11 and 14 of our consolidated financial statements for additional information.

In March 2022, we completed the issuance of \$550,000,000 senior unsecured notes with a maturity date of June 2032. In April 2022, we closed on an amended \$5,200,000,000 unsecured credit facility, increasing our term loan capacity by \$500,000,000. As of December 31, 2022, we have total near-term available liquidity of approximately \$4.7 billion.

### Off-Balance Sheet Arrangements

At December 31, 2022, we had investments in unconsolidated entities with our ownership generally ranging from 10% to 88%. We use financial derivative instruments to hedge interest rate and foreign currency exchange rate exposure. At December 31, 2022, we had 21 outstanding letter of credit obligations. Please see Notes 8, 12 and 13 to our consolidated financial statements for additional information.

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### Contractual Obligations

The following table summarizes our payment requirements under contractual obligations as of December 31, 2022 (in thousands):

| Contractual Obligations   | Payments Due by Period |                     |                     |                     |                      |
|---|------------------------|---------------------|---------------------|---------------------|----------------------|
|   | Total                  | 2023                | 2024-2025           | 2026-2027           | Thereafter           |
| Senior unsecured notes and term credit facilities: <sup>(1)</sup> |                        |                     |                     |                     |                      |
| U.S. Dollar senior unsecured notes                                | \$ 9,900,000           | \$ —                | \$ 2,600,000        | \$ 1,200,000        | \$ 6,100,000         |
| Canadian Dollar senior unsecured notes <sup>(2)</sup>             | 221,697                | —                   | —                   | 221,697             | —                    |
| Pounds Sterling senior unsecured notes <sup>(2)</sup>             | 1,268,085              | —                   | —                   | —                   | 1,268,085            |
| U.S. Dollar term credit facility                                  | 1,010,000              | —                   | 10,000              | 1,000,000           | —                    |
| Canadian Dollar term credit facility <sup>(2)</sup>               | 184,747                | —                   | —                   | 184,747             | —                    |
| Secured debt: <sup>(1,2)</sup>                                    |                        |                     |                     |                     |                      |
| Consolidated  | 2,129,954              | 627,672             | 612,517             | 311,945             | 577,820              |
| Unconsolidated  | 1,306,025              | 234,613             | 696,987             | 178,010             | 196,415              |
| Contractual interest obligations: <sup>(3)</sup>                  |                        |                     |                     |                     |                      |
| Senior unsecured notes and term loans <sup>(2)</sup>              | 3,980,016              | 511,574             | 920,126             | 735,555             | 1,812,761            |
| Consolidated secured debt <sup>(2)</sup>                          | 327,455                | 80,305              | 104,845             | 69,626              | 72,679               |
| Unconsolidated secured debt <sup>(2)</sup>                        | 181,592                | 35,550              | 67,524              | 29,387              | 49,131               |
| Finance lease liabilities <sup>(4)</sup>                          | 206,489                | 72,218              | 5,591               | 3,538               | 125,142              |
| Operating lease liabilities <sup>(4)</sup>                        | 963,239                | 20,279              | 35,556              | 31,350              | 876,054              |
| Purchase obligations <sup>(5)</sup>                               | 2,096,349              | 1,230,913           | 799,826             | 65,610              | —                    |
| Total contractual obligations                                     | <u>\$ 23,775,648</u>   | <u>\$ 2,813,124</u> | <u>\$ 5,852,972</u> | <u>\$ 4,031,465</u> | <u>\$ 11,078,087</u> |

<sup>(1)</sup> Amounts represent principal amounts due and do not reflect unamortized premiums/discounts or other fair value adjustments as reflected on the Consolidated Balance Sheets.

<sup>(2)</sup> Based on foreign currency exchange rates in effect as of balance sheet date.

<sup>(3)</sup> Based on variable interest rates in effect as of December 31, 2022.

<sup>(4)</sup> See Note 6 to our consolidated financial statements for additional information.

<sup>(5)</sup> See Note 13 to our consolidated financial statements for additional information.

### Capital Structure

Please refer to “Credit Strength” above for a discussion of our leverage and coverage ratio trends. Our debt agreements contain various covenants, restrictions and events of default. Certain agreements require us to maintain financial ratios and minimum net worth and impose certain limits on our ability to incur indebtedness, create liens and make investments or acquisitions. As of December 31, 2022, we were in compliance in all material respects with the covenants under our debt agreements. None of our debt agreements contain provisions for acceleration which could be triggered by our debt ratings. However, under our primary unsecured credit facility, the ratings on our senior unsecured notes are used to determine the fees and interest charged. We plan to manage the company to maintain compliance with our debt covenants and with a capital structure consistent with our current profile. Any downgrades in terms of ratings or outlook by any or all of the rating agencies could have a material adverse impact on our cost and availability of capital, which could have a material adverse impact on our consolidated results of operations, liquidity and/or financial condition.

On April 1, 2022, Welltower Inc. and Welltower OP LLC jointly filed with the Securities and Exchange Commission (the “SEC”) an open-ended automatic or “universal” shelf registration statement on Form S-3 covering an indeterminate amount of future offerings of Welltower Inc.’s debt securities, common stock, preferred stock, depositary shares, guarantees of debt securities issued by Welltower OP LLC, warrants and units and Welltower OP LLC’s debt securities and guarantees of debt securities issued by Welltower Inc. to replace Old Welltower’s existing “universal” shelf registration statement filed with the SEC on May 4, 2021. On April 1, 2022, Welltower Inc. also filed with the SEC a registration statement in connection with its enhanced dividend reinvestment plan (“DRIP”) under which it may issue up to 15,000,000 shares of common stock to replace Old Welltower’s existing DRIP registration statement on Form S-3 filed with the SEC on May 4, 2021. As of February 16, 2023, 15,000,000 shares of common stock remained available for issuance under the DRIP registration statement. On April 4, 2022, Welltower Inc. entered into (i) a second amended and restated equity distribution agreement (the “EDA”) with (i) Robert W. Baird & Co. Incorporated, Barclays Capital Inc., BMO Capital Markets Corp., BNP Paribas Securities Corp., BNY Mellon Capital Markets, LLC, BofA Securities, Inc., BOK Financial Securities, Inc., Capital One Securities Inc., Citigroup Global Markets Inc., Comerica Securities, Inc., Credit Agricole Securities (USA) Inc., Deutsche Bank Securities Inc., Fifth Third Securities, Inc., Goldman Sachs & Co. LLC, Jefferies LLC, JMP Securities LLC, J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc., Loop Capital Markets LLC, Mizuho Securities USA LLC, Morgan Stanley & Co. LLC, MUFG Securities

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Americas Inc., RBC Capital Markets, LLC, Regions Securities LLC, Scotia Capital (USA) Inc., SMBC Nikko Securities America, Inc., Synovus Securities, Inc., TD Securities (USA) LLC, Truist Securities, Inc. and Wells Fargo Securities, LLC as sales agents and forward sellers and (ii) the forward purchasers named therein relating to issuances, offers and sales from time to time of up to \$3,000,000,000 aggregate amount of common stock of Welltower Inc. (together with the existing master forward sale confirmations relating thereto, the "ATM Program"), amending and restating the ATM Program entered into on July 30, 2021 to, among other amendments, increase the total amount of shares of common stock that may be offered and sold under the ATM Program from \$2,500,000,000 to \$3,000,000,000, which amount excludes shares Old Welltower had previously sold pursuant to the prior program. The ATM Program also allows Welltower Inc. to enter into forward sale agreements. As of February 16, 2023, we had \$1,150,202,853 of remaining capacity under the ATM Program and there were no outstanding forward sales agreements. Depending upon market conditions, we anticipate issuing securities under our registration statements to invest in additional properties and to repay borrowings under our unsecured revolving credit facility and commercial paper program.

In connection with the filing of the new "universal" shelf registration statement, Welltower Inc. also filed with the SEC two prospectus supplements that will continue offerings that were previously covered by Old Welltower's prospectus supplements and the accompanying prospectus to the prior registration statement relating to: (i) the registration of up to 620,731 shares of common stock of Welltower Inc. (the "DownREIT Shares"), that may be issued from time to time if, and to the extent that, certain holders of Class A units (the "DownREIT Units") of HCN G&L DownREIT, LLC, a Delaware limited liability company (the "DownREIT"), tender such DownREIT Units for redemption by the DownREIT, and HCN DownREIT Member, LLC, a majority-owned indirect subsidiary of Welltower Inc. (including its permitted successors and assigns, the "Managing Member"), or a designated affiliate of the Managing Member, elects to assume the redemption obligations of the DownREIT and to satisfy all or a portion of the redemption consideration by issuing DownREIT Shares to the holders instead of or in addition to paying a cash amount; and (ii) the registration of up to 475,327 shares of common stock of Welltower Inc. (the "DownREIT II Shares"), that may be issued from time to time if, and to the extent that, certain holders of Class A units (the "DownREIT II Units," and collectively with the DownREIT Units, the "Units") of HCN G&L DownREIT II LLC, a Delaware limited liability company (the "DownREIT II"), tender such DownREIT II Units for redemption by the DownREIT II, and the Managing Member, or a designated affiliate of the Managing Member, elects to assume the redemption obligations of the DownREIT II and to satisfy all or a portion of the redemption consideration by issuing DownREIT II Shares to the holders instead of or in addition to paying a cash amount. On July 22, 2022, Welltower Inc. filed with the SEC a prospectus supplement relating to the registration of up to 300,026 shares of common stock of Welltower Inc. that may be issued from time to time if, and to the extent that, certain holders of Class A Common Units (the "OP Units") of Welltower OP tender the OP Units for redemption by Welltower OP, and Welltower Inc. elects to assume the redemption obligations of Welltower OP and to satisfy all or a portion of the redemption consideration by issuing shares of its common stock to the holders instead of or in addition to paying a cash amount.

### ***Supplemental Guarantor Information***

Welltower OP has issued the unsecured notes described in Note 11 to our Consolidated Financial Statements. All unsecured notes are fully and unconditionally guaranteed by Welltower, and Welltower OP is 99.751% owned by Welltower as of December 31, 2022. Effective January 4, 2021, the SEC adopted amendments to the financial disclosure requirements applicable to registered debt offerings that include certain credit enhancements. We have adopted these new rules, which permits subsidiary issuers of obligations guaranteed by the parent to omit separate financial statements if the consolidated financial statements of the parent company have been filed, the subsidiary obligor is a consolidated subsidiary of the parent company, the guaranteed security is debt or debt-like, and the security is guaranteed fully and unconditionally by the parent. Accordingly, separate consolidated financial statements of Welltower OP have not been presented. Furthermore, Welltower and Welltower OP have no material assets, liabilities, or operations other than financing activities and their investments in non-guarantor subsidiaries. Therefore, we meet the criteria in Rule 13-01 of Regulation S-X to omit the summarized financial information from our disclosures.

### **Results of Operations**

#### ***Summary***

Our primary sources of revenue include resident fees and services, rent and interest income. Our primary expenses include property operating expenses, depreciation and amortization, interest expense, general and administrative expenses, and other expenses. We evaluate our business and make resource allocations on our three business segments: Seniors Housing Operating, Triple-net and Outpatient Medical. The primary performance measures for our properties are NOI and same store NOI ("SSNOI") and other supplemental measures include FFO and Adjusted EBITDA, which are further discussed below. Please see Non-GAAP Financial Measures for additional information and reconciliations related to these supplemental measures.

This section of this Form 10-K generally discusses 2022 and 2021 items and year-to-year comparisons between 2022 and 2021. Discussions of 2020 items and year-to-year comparisons between 2021 and 2020 that are not included



## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

The following is a summary of our results of operations for the periods presented (dollars in thousands, except per share amounts):

|   | Year Ended   |              | One Year Change |      | Year Ended   |              | One Year Change |              | Two Year Change |  |
|---|--------------|--------------|-----------------|------|--------------|--------------|-----------------|--------------|-----------------|--|
|   | December 31, | December 31, |                 |      | December 31, |              |                 |              |                 |  |
|   | 2022         | 2021         | Amount          | %    | 2020         | Amount       | %               | Amount       | %               |  |
| Net income  | \$ 160,568   | \$ 374,479   | \$ (213,911)    | -57% | \$ 1,038,852 | \$ (664,373) | -64%            | \$ (878,284) | -85%            |  |
| NICS  | 141,214      | 336,138      | (194,924)       | -58% | 978,844      | (642,706)    | -66%            | (837,630)    | -86%            |  |
| FFO   | 1,478,072    | 1,220,722    | 257,350         | 21%  | 1,102,562    | 118,160      | 11%             | 375,510      | 34%             |  |
| EBITDA  | 2,007,702    | 1,910,611    | 97,091          | 5%   | 2,601,645    | (691,034)    | -27%            | (593,943)    | -23%            |  |
| Adjusted EBITDA   | 2,122,399    | 1,913,546    | 208,853         | 11%  | 2,048,412    | (134,866)    | -7%             | 73,987       | 4%              |  |
| NOI   | 2,301,845    | 1,967,553    | 334,292         | 17%  | 2,008,144    | (40,591)     | -2%             | 293,701      | 15%             |  |
| Per share data (fully diluted):                               |              |              |                 |      |              |              |                 |              |                 |  |
| Net income attributable to common stockholders <sup>(1)</sup> | \$ 0.30      | \$ 0.78      | \$ (0.48)       | -62% | \$ 2.33      | \$ (1.55)    | -67%            | \$ (2.03)    | -87%            |  |
| Funds from operations attributable to common stockholders     | \$ 3.18      | \$ 2.86      | \$ 0.32         | 11%  | \$ 2.64      | \$ 0.22      | 8%              | \$ 0.54      | 20%             |  |
| Interest coverage ratio                                       | 3.73x        | 3.89x        | -0.16x          | -4%  | 5.04x        | -1.15x       | -23%            | -1.31x       | -26%            |  |
| Fixed charge coverage ratio                                   | 3.37x        | 3.43x        | -0.06x          | -2%  | 4.49x        | -1.06x       | -24%            | -1.12x       | -25%            |  |
| Adjusted interest coverage ratio                              | 3.94x        | 3.89x        | 0.05x           | 1%   | 3.97x        | -0.08x       | -2%             | -0.03x       | -1%             |  |
| Adjusted fixed charge coverage ratio                          | 3.56x        | 3.43x        | 0.13x           | 4%   | 3.54x        | -0.11x       | -3%             | 0.02x        | 1%              |  |

(1) Includes adjustment to the numerator for income (loss) attributable to OP unitholders.

The following table represents the changes in outstanding common stock for the period from January 1, 2020 to December 31, 2022 (in thousands):

|  | Year Ended        |                   |                   | Totals  |
|--|-------------------|-------------------|-------------------|---------|
|  | December 31, 2022 | December 31, 2021 | December 31, 2020 |         |
| Beginning balance                              | 447,239           | 417,401           | 410,257           | 410,257 |
| Dividend reinvestment plan issuances           | —                 | —                 | 264               | 264     |
| Redemption of OP Units and DownREIT Units      | 5                 | —                 | —                 | 5       |
| Option exercises                               | 2                 | —                 | —                 | 2       |
| ATM Program issuances                          | 43,093            | 29,667            | 6,800             | 79,560  |
| Repurchase of common stock                     | —                 | —                 | (202)             | (202)   |
| Other, net                                     | 169               | 171               | 282               | 622     |
| Ending balance                                 | 490,508           | 447,239           | 417,401           | 490,508 |
| Weighted average number of shares outstanding: |                   |                   |                   |         |
| Basic  | 462,185           | 424,976           | 415,451           |         |
| Diluted  | 465,158           | 426,841           | 417,387           |         |

A portion of our earnings are derived primarily from long-term investments with predictable rates of return. These investments are mainly financed with a combination of equity, senior unsecured notes, secured debt and borrowings under our primary unsecured credit facility. During inflationary periods, which generally are accompanied by rising interest rates, our ability to grow may be adversely affected because the yield on new investments may increase at a slower rate than new borrowing costs.

### Seniors Housing Operating

The following is a summary of our results of operations for the Seniors Housing Operating segment for the years presented (dollars in thousands):

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

|  | Year Ended   |              | One Year Change |       | Year Ended   | One Year Change |       | Two Year Change |       |  |
|--|--------------|--------------|-----------------|-------|--------------|-----------------|-------|-----------------|-------|--|
|  | December 31, | December 31, | \$              | %     | December 31, | \$              | %     | \$              | %     |  |
|  | 2022         | 2021         |                 |       | 2020         |                 |       |                 |       |  |
| Revenues:  |              |              |                 |       |              |                 |       |                 |       |  |
| Resident fees and services   | \$ 4,173,711 | \$ 3,197,223 | \$ 976,488      | 31%   | \$ 3,074,022 | \$ 123,201      | 4%    | \$1,099,689     | 36%   |  |
| Interest income  | 7,867        | 4,231        | 3,636           | 86%   | 618          | 3,613           | 585%  | 7,249           | n/a   |  |
| Other income   | 63,839       | 11,796       | 52,043          | 441%  | 7,223        | 4,573           | 63%   | 56,616          | 784%  |  |
| Total revenues   | 4,245,417    | 3,213,250    | 1,032,167       | 32%   | 3,081,863    | 131,387         | 4%    | 1,163,554       | 38%   |  |
| Property operating expenses  | 3,292,045    | 2,529,344    | 762,701         | 30%   | 2,326,311    | 203,033         | 9%    | 965,734         | 42%   |  |
| NOI <sup>(1)</sup>   | 953,372      | 683,906      | 269,466         | 39%   | 755,552      | (71,646)        | -9%   | 197,820         | 26%   |  |
| Other expenses:  |              |              |                 |       |              |                 |       |                 |       |  |
| Depreciation and amortization  | 854,800      | 593,565      | 261,235         | 44%   | 544,462      | 49,103          | 9%    | 310,338         | 57%   |  |
| Interest expense   | 34,833       | 39,327       | (4,494)         | -11%  | 54,901       | (15,574)        | -28%  | (20,068)        | -37%  |  |
| Loss (gain) on extinguishment of debt, net                                   | 386          | (2,628)      | 3,014           | 115%  | 12,659       | (15,287)        | -121% | (12,273)        | -97%  |  |
| Provision for loan losses, net   | 1,039        | 394          | 645             | 164%  | 671          | (277)           | -41%  | 368             | 55%   |  |
| Impairment of assets   | 13,146       | 22,317       | (9,171)         | -41%  | 100,741      | (78,424)        | -78%  | (87,595)        | -87%  |  |
| Other expenses   | 66,026       | 27,132       | 38,894          | 143%  | 14,265       | 12,867          | 90%   | 51,761          | 363%  |  |
|  | 970,230      | 680,107      | 290,123         | 43%   | 727,699      | (47,592)        | -7%   | 242,531         | 33%   |  |
| Income (loss) from continuing operations before income taxes and other items | (16,858)     | 3,799        | (20,657)        | -544% | 27,853       | (24,054)        | -86%  | (44,711)        | -161% |  |
| Income (loss) from unconsolidated entities                                   | (53,318)     | (39,225)     | (14,093)        | -36%  | (33,857)     | (5,368)         | -16%  | (19,461)        | -57%  |  |
| Gain (loss) on real estate dispositions, net                                 | 5,794        | 6,146        | (352)           | -6%   | 328,249      | (322,103)       | -98%  | (322,455)       | -98%  |  |
| Income from continuing operations  | (64,382)     | (29,280)     | (35,102)        | -120% | 322,245      | (351,525)       | -109% | (386,627)       | -120% |  |
| Net income (loss)  | (64,382)     | (29,280)     | (35,102)        | -120% | 322,245      | (351,525)       | -109% | (386,627)       | -120% |  |
| Less: Net income (loss) attributable to noncontrolling interests             | (16,258)     | (2,224)      | (14,034)        | -631% | 20,301       | (22,525)        | -111% | (36,559)        | -180% |  |
| Net income (loss) attributable to common stockholders                        | \$ (48,124)  | \$ (27,056)  | \$ (21,068)     | -78%  | \$ 301,944   | \$ (329,000)    | -109% | \$ (350,068)    | -116% |  |

<sup>(1)</sup> See Non-GAAP Financial Measures below.

Resident fees and services and property operating expenses for the year ended December 31, 2022 increased compared to the prior year primarily due to acquisitions and construction conversions, including the acquisition of the Holiday Retirement portfolio on July 30, 2021 for a total purchase price of \$1.6 billion. Additionally, our Seniors Housing Operating revenues are dependent on occupancy, which has steadily increased during 2022. As of December 31, 2022, nearly all communities are open for new admissions and allowing visitors, in-person tours and communal dining activities. Average occupancy is as follows:

|      | Three Months Ended <sup>(1)</sup> |          |               |              |
|------|-----------------------------------|----------|---------------|--------------|
|      | March 31,                         | June 30, | September 30, | December 31, |
| 2021 | 72.7%                             | 73.0%    | 74.9%         | 76.3%        |
| 2022 | 76.3%                             | 77.1%    | 78.0%         | 78.3%        |

<sup>(1)</sup> Average occupancy includes our minority ownership share related to unconsolidated properties and excludes the minority partners' noncontrolling ownership share related to consolidated properties. Also excludes land parcels and properties under development.

Effective on April 1, 2022, our leasehold interest relating to the master lease with National Health Investors, Inc. ("NHI") for 17 properties assumed in conjunction with the Holiday Retirement acquisition was terminated as a result of the transition or sale of the properties by NHI. The lease termination was part of an agreement to resolve outstanding litigation with NHI. In conjunction with the agreement, a wholly owned subsidiary and the lessee on the master lease agreed to release \$6,883,000 of cash to the landlord, which represents the net cash flow generated from the properties since we assumed the leasehold interest. Additionally, in conjunction with the lease termination, during the year ended December 31, 2022 we recognized \$58,621,000 in other income on our Consolidated Statements of Comprehensive Income, from the derecognition of the right of use asset and related lease liability.

Property-level operating expenses associated with the COVID-19 pandemic relating to our Seniors Housing Operating portfolio totaled \$33,099,000, \$63,681,000 and \$110,719,000 for the years ended December 31, 2022, 2021 and 2020, respectively. These expenses were incurred as a result of public health measures and other regulations affecting our properties, as well as additional health and safety measures adopted by us and our operators related to the COVID-19 pandemic, including increases in labor and property cleaning expenses and expenditures related to our efforts to procure personal protective equipment ("PPE") and supplies. We expect total Seniors Housing Operating expenses to remain elevated as certain of these additional health and safety measures have become standard practice.

We received government grants under the CARES Act primarily to cover increased expenses and lost revenue during the COVID-19 pandemic, as well as under similar programs in the U.K. and Canada. We recognized \$38,607,000, \$97,933,000 and \$31,927,000 during the years ended December 31, 2022, 2021 and 2020, respectively. These grants represent a reduction to property operating expenses in our Consolidated Statements of Comprehensive Income. Additionally, during the years ended

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December 31, 2021 and 2020, we recognized \$4,642,000 and \$3,014,000, respectively, of government grant income in other income in our Consolidated Statements of Comprehensive Income.

The following is a summary of our SSNOI at Welltower's Share for the Seniors Housing Operating segment (dollars in thousands):

|                      | QTD Pool           |                   |           |       | YTD Pool          |                   |           |       |
|----------------------|--------------------|-------------------|-----------|-------|-------------------|-------------------|-----------|-------|
|                      | Three Months Ended |                   | Change    |       | Year Ended        |                   | Change    |       |
|                      | December 31, 2022  | December 31, 2021 | \$        | %     | December 31, 2022 | December 31, 2021 | \$        | %     |
| SSNOI <sup>(1)</sup> | \$ 184,716         | \$ 155,608        | \$ 29,108 | 18.7% | \$ 610,724        | \$ 548,872        | \$ 61,852 | 11.3% |

<sup>(1)</sup> Relates to 654 properties for the QTD Pool and 514 properties for the YTD Pool. Please see Non-GAAP Financial Measures for additional information and reconciliations.

During the year ended December 31, 2022, we recorded impairment charges of \$13,146,000 related to one held for sale property in which the carrying value exceeded the estimated fair value less costs to sell. During the year ended December 31, 2021, we recorded impairment charges of \$22,317,000 related to two held for use properties in which the carrying value exceeded the estimated fair value. Transaction costs related to asset acquisitions are capitalized as a component of the purchase price. The fluctuation in other expenses is primarily due to the timing of noncapitalizable transaction costs associated with acquisitions and operator transitions. Changes in the gain on sales of properties are related to the volume and timing of property sales and the sales prices.

Depreciation and amortization fluctuates as a result of acquisitions, disposition and transitions. To the extent we acquire or dispose of additional properties in the future, our provision for depreciation and amortization will change accordingly.

During the year ended December 31, 2022, we completed six Seniors Housing Operating construction projects representing \$227,796,000 or \$333,035 per unit. The following is a summary of our consolidated Seniors Housing Operating construction projects, excluding expansions, pending as of December 31, 2022 (dollars in thousands):

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

| Location                    | Units/Beds | Commitment   | Balance           | Est. Completion <sup>(2)</sup> |
|-----------------------------|------------|--------------|-------------------|--------------------------------|
| New York                    | 72         | \$ 42,669    | \$ 31,742         | 1Q23                           |
| Austin                      | 196        | 39,500       | 26,555            | 1Q23 - 2Q23                    |
| Dallas                      | 112        | 38,054       | 18,570            | 1Q23                           |
| Coventry                    | 76         | 18,494       | 14,191            | 1Q23                           |
| Meadville, PA               | 128        | 13,996       | 13,996            | 1Q23                           |
| Dallas                      | 47         | 13,940       | 7,118             | 1Q23                           |
| Charlotte                   | 328        | 91,836       | 68,821            | 2Q23 - 3Q23                    |
| Austin                      | 188        | 36,215       | 31,111            | 2Q23 - 3Q23                    |
| Barnstable Town, MA         | 120        | 31,761       | 31,761            | 2Q23                           |
| Hartford                    | 128        | 22,362       | 22,362            | 2Q23                           |
| Hartford                    | 122        | 20,949       | 20,949            | 2Q23                           |
| Boston                      | 167        | 82,446       | 36,421            | 3Q23                           |
| Phoenix                     | 199        | 54,754       | 23,282            | 3Q23 - 4Q23                    |
| Phoenix                     | 204        | 53,400       | 24,576            | 3Q23 - 4Q23                    |
| Naples, FL                  | 188        | 56,910       | 9,368             | 4Q23 - 1Q24                    |
| Tampa                       | 206        | 52,493       | 8,376             | 4Q23 - 1Q24                    |
| Houston                     | 130        | 32,075       | 12,504            | 4Q23 - 1Q24                    |
| Kansas City                 | 134        | 21,279       | 21,279            | 4Q23                           |
| Cincinnati                  | 122        | 18,206       | 5,808             | 1Q24                           |
| Dallas                      | 52         | 16,531       | 5,511             | 1Q24 - 2Q24                    |
| Washington D.C.             | 302        | 173,548      | 82,606            | 2Q24                           |
| Boston                      | 160        | 148,590      | 72,106            | 2Q24                           |
| Washington D.C.             | 137        | 126,200      | 43,966            | 2Q24                           |
| Killeen, TX                 | 256        | 66265        | 9,175             | 3Q24                           |
|                             | 3,774      | \$ 1,272,473 | 642,154           |                                |
| Austin <sup>(1)</sup>       |            |              | 5,360             |                                |
| Austin <sup>(1)</sup>       |            |              | 4,161             |                                |
| Baltimore <sup>(1)</sup>    |            |              | 10,741            |                                |
| Boise, ID <sup>(1)</sup>    |            |              | 35,557            |                                |
| Boise, ID <sup>(1)</sup>    |            |              | 13,323            |                                |
| Boise, ID <sup>(1)</sup>    |            |              | 5,889             |                                |
| Boston <sup>(1)</sup>       |            |              | 10,416            |                                |
| Columbus, OH <sup>(1)</sup> |            |              | 15,742            |                                |
| Dallas <sup>(1)</sup>       |            |              | 4,642             |                                |
| Detroit <sup>(1)</sup>      |            |              | 1,931             |                                |
| Kansas City <sup>(1)</sup>  |            |              | 15,869            |                                |
| Raleigh, NC <sup>(1)</sup>  |            |              | 3,733             |                                |
| Sacramento <sup>(1)</sup>   |            |              | 5,160             |                                |
| Sherman, TX <sup>(1)</sup>  |            |              | 5,947             |                                |
| Toronto <sup>(1)</sup>      |            |              | 49,702            |                                |
| Total                       |            |              | <u>\$ 830,327</u> |                                |

<sup>(1)</sup> Final units/beds, commitment amount and expected conversion date not yet known.

<sup>(2)</sup> Estimated completion ranges relate to projects to be delivered in phases.

Interest expense represents secured debt interest expense, which fluctuates based on the net effect and timing of assumptions, segment transitions, fluctuations in foreign currency rates, extinguishments and principal amortizations. The fluctuations in loss (gain) on extinguishment of debt is primarily attributable to the volume of extinguishments and terms of the related secured debt. The following is a summary of our Seniors Housing Operating segment property secured debt principal activity (dollars in thousands):

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|                     | Year Ended<br>December 31, 2022 |               | Year Ended<br>December 31, 2021 |               | Year Ended<br>December 31, 2020 |               |
|---------------------|---------------------------------|---------------|---------------------------------|---------------|---------------------------------|---------------|
|                     | Amount                          | Weighted Avg. | Amount                          | Weighted Avg. | Amount                          | Weighted Avg. |
|                     |                                 | Interest Rate |                                 | Interest Rate |                                 | Interest Rate |
| Beginning balance   | \$ 1,599,522                    | 2.81%         | \$ 1,706,189                    | 3.05%         | \$ 2,115,037                    | 3.54%         |
| Debt transferred in | 32,478                          | 4.79%         | —                               | —%            | —                               | —%            |
| Debt issued         | 113,183                         | 4.71%         | 23,569                          | 2.83%         | 62,055                          | 2.55%         |
| Debt assumed        | 288,522                         | 4.38%         | —                               | —%            | —                               | —%            |
| Debt extinguished   | (227,910)                       | 4.34%         | (77,959)                        | 6.14%         | (441,208)                       | 2.18%         |
| Principal payments  | (47,399)                        | 3.27%         | (50,603)                        | 3.03%         | (48,498)                        | 3.30%         |
| Foreign currency    | (56,457)                        | 3.27%         | (1,674)                         | 2.67%         | 18,803                          | 2.93%         |
| Ending balance      | <u>\$ 1,701,939</u>             | <u>4.32%</u>  | <u>\$ 1,599,522</u>             | <u>2.81%</u>  | <u>\$ 1,706,189</u>             | <u>3.05%</u>  |
| Monthly averages    | \$ 1,637,810                    | 3.43%         | \$ 1,649,485                    | 2.88%         | \$ 1,875,910                    | 3.19%         |

The majority of our Seniors Housing Operating properties are formed through partnership interests. Income from unconsolidated entities recognized during the year ended December 31, 2021 includes a gain recognized from the sale of a home health business owned by one of our unconsolidated entities. Net income attributable to noncontrolling interests represents our partners' share of net income (loss) related to joint ventures. The decrease compared to the year ended December 31, 2021 relates primarily to our partners' share of reserves for previously recognized straight-line receivables.

### Triple-net

The following is a summary of our results of operations for the Triple-net segment for the years presented (dollars in thousands):

|   | Year Ended        |                   | One Year Change    |            | Year Ended        |                   | One Year Change |                   | Two Year Change |  |
|---|-------------------|-------------------|--------------------|------------|-------------------|-------------------|-----------------|-------------------|-----------------|--|
|   | December 31,      | December 31,      | \$                 | %          | December 31,      | \$                | %               | \$                | %               |  |
|   | 2022              | 2021              |                    |            | 2020              |                   |                 |                   |                 |  |
| Revenues:   |                   |                   |                    |            |                   |                   |                 |                   |                 |  |
| Rental income   | \$ 782,329        | \$ 761,441        | \$ 20,888          | 3%         | \$ 733,776        | \$ 27,665         | 4%              | \$ 48,553         | 7%              |  |
| Interest income   | 142,402           | 124,540           | 17,862             | 14%        | 62,625            | 61,915            | 99%             | 79,777            | 127%            |  |
| Other income  | 6,776             | 4,603             | 2,173              | 47%        | 4,903             | (300)             | -6%             | 1,873             | 38%             |  |
| Total revenues  | 931,507           | 890,584           | 40,923             | 5%         | 801,304           | 89,280            | 11%             | 130,203           | 16%             |  |
| Property operating expenses   | 44,483            | 49,462            | (4,979)            | -10%       | 53,183            | (3,721)           | -7%             | (8,700)           | -16%            |  |
| NOI <sup>(1)</sup>  | 887,024           | 841,122           | 45,902             | 5%         | 748,121           | 93,001            | 12%             | 138,903           | 19%             |  |
| Other expenses:   |                   |                   |                    |            |                   |                   |                 |                   |                 |  |
| Depreciation and amortization   | 215,887           | 220,699           | (4,812)            | -2%        | 232,604           | (11,905)          | -5%             | (16,717)          | -7%             |  |
| Interest expense  | 963               | 6,376             | (5,413)            | -85%       | 9,477             | (3,101)           | -33%            | (8,514)           | -90%            |  |
| Loss (gain) on derivatives and financial instruments, net             | 8,334             | (7,333)           | 15,667             | 214%       | 11,049            | (18,382)          | -166%           | (2,715)           | -25%            |  |
| Loss (gain) on extinguishment of debt, net                            | 80                | —                 | 80                 | n/a        | —                 | —                 | n/a             | 80                | n/a             |  |
| Provision for loan losses, net  | 9,289             | 10,339            | (1,050)            | -10%       | 90,563            | (80,224)          | -89%            | (81,274)          | -90%            |  |
| Impairment of assets  | 3,595             | 26,579            | (22,984)           | -86%       | 34,867            | (8,288)           | -24%            | (31,272)          | -90%            |  |
| Other expenses  | 13,043            | 4,189             | 8,854              | 211%       | 22,923            | (18,734)          | -82%            | (9,880)           | -43%            |  |
|   | 251,191           | 260,849           | (9,658)            | -4%        | 401,483           | (140,634)         | -35%            | (150,292)         | -37%            |  |
| Income from continuing operations before income taxes and other items | 635,833           | 580,273           | 55,560             | 10%        | 346,638           | 233,635           | 67%             | 289,195           | 83%             |  |
| Income (loss) from unconsolidated entities                            | 34,495            | 20,687            | 13,808             | 67%        | 18,462            | 2,225             | 12%             | 16,033            | 87%             |  |
| Gain (loss) on real estate dispositions, net                          | 16,648            | 135,881           | (119,233)          | -88%       | 64,288            | 71,593            | 111%            | (47,640)          | -74%            |  |
| Income from continuing operations                                     | 686,976           | 736,841           | (49,865)           | -7%        | 429,388           | 307,453           | 72%             | 257,588           | 60%             |  |
| Net income  | 686,976           | 736,841           | (49,865)           | -7%        | 429,388           | 307,453           | 72%             | 257,588           | 60%             |  |
| Less: Net income attributable to noncontrolling interests             | 28,958            | 35,653            | (6,695)            | -19%       | 39,985            | (4,332)           | -11%            | (11,027)          | -28%            |  |
| Net income attributable to common stockholders                        | <u>\$ 658,018</u> | <u>\$ 701,188</u> | <u>\$ (43,170)</u> | <u>-6%</u> | <u>\$ 389,403</u> | <u>\$ 311,785</u> | <u>80%</u>      | <u>\$ 268,615</u> | <u>69%</u>      |  |

<sup>(1)</sup> See Non-GAAP Financial Measures below.

Rental income has increased primarily due to the timing of the establishment of reserves for straight-line rent receivable balances relating to leases for which collection of substantially all contractual lease payments is no longer deemed probable. During the year ended December 31, 2021, we recorded reserves for previously recognized straight-line rent receivables of \$49,241,000 which resulted in reduced rental income for the period. Offsetting the impact of straight-line changes, we have disposed of ten properties with a book value of \$89,827,000 during 2022 and 51 properties with a book value of \$486,369,000 during 2021.

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Certain of our leases contain annual rental escalators that are contingent upon changes in the Consumer Price Index and/or changes in the gross operating revenues of the tenant's properties. These escalators are not fixed, so no straight-line rent is recorded; however, rental income is recorded based on the contractual cash rental payments due for the period. If gross operating revenues at our facilities and/or the Consumer Price Index do not increase, a portion of our revenues may not continue to increase. For the year ended December 31, 2022, we had 50 leases with rental rate increasers ranging from 0.26% to 57.76% in our Triple-net portfolio. Our Triple-net operators are experiencing similar impacts on occupancy and operating costs due to the COVID-19 pandemic as described above with respect to our Seniors Housing Operating properties. Long-term/post-acute facilities have generally experienced a higher degree of occupancy declines, which in some cases impacted the ability of our Triple-net operators to make contractual rent payments to us. However, many of our Triple-net operators received funds under the CARES Act Paycheck Protection Program and Provider Relief Fund.

The increase to interest income during the year ended December 31, 2022 is primarily driven by interest recognized on senior loan financings of £540,000,000 made to affiliates of Safanad as part of the recapitalization of its investment in HC-One Group during the second quarter of 2021. Additionally, during the year ended December 31, 2021, we recognized a provision for loan losses under the current expected credit losses accounting standard, primarily related to the initial recognition of that loan. The provision for loan loss recognized during the year ended December 31, 2022 is primarily related to \$11,714,000 of specific reserves recognized on a held to maturity debt security, offset by the release of previously established allowances for credit losses due to loan repayments.

The following is a summary of our SSNOI at Welltower's Share for the Triple-net segment (dollars in thousands):

|                      | QTD Pool           |                   |          |      | YTD Pool          |                   |           |      |
|----------------------|--------------------|-------------------|----------|------|-------------------|-------------------|-----------|------|
|                      | Three Months Ended |                   | Change   |      | Year Ended        |                   | Change    |      |
|                      | December 31, 2022  | December 31, 2021 | \$       | %    | December 31, 2022 | December 31, 2021 | \$        | %    |
| SSNOI <sup>(1)</sup> | \$ 127,296         | \$ 122,059        | \$ 5,237 | 4.3% | \$ 455,823        | \$ 433,826        | \$ 21,997 | 5.1% |

<sup>(1)</sup> Relates to 427 properties for the QTD Pool and 398 properties for the YTD Pool. Please see Non-GAAP Financial Measures for additional information and reconciliations.

Depreciation and amortization fluctuate as a result of the acquisitions, dispositions and transitions of triple-net properties. To the extent we acquire or dispose of additional properties in the future, our provision for depreciation and amortization will change accordingly.

During the year ended December 31, 2022, we recorded impairment charges of \$3,595,000 related to two held for use properties. During the year ended December 31, 2021, we recorded impairment charges of \$26,579,000 related to four held for sale or sold properties and two held for use properties. Transaction costs related to asset acquisitions are capitalized as a component of purchase price. The fluctuation in other expenses is primarily due to noncapitalizable transaction costs from acquisitions and segment transitions. Changes in the gain on sales of properties are related to the volume and timing of property sales and the sales prices.

During the year ended December 31, 2022, there were no Triple-net construction projects completed; however, four projects transitioned out of the Triple-net segment and into the Seniors Housing Operating segment. Additionally, one project transitioned from consolidated to unconsolidated. The following is a summary of our consolidated Triple-net construction projects, excluding expansions, pending as of December 31, 2022 (dollars in thousands):

| Location | Units/Beds | Commitment | Balance    | Est. Completion |
|----------|------------|------------|------------|-----------------|
| Raleigh  | 191        | \$ 154,142 | \$ 120,011 | 2Q23            |

During the years ended December 31, 2022 and 2021, loss (gain) on derivatives and financial instruments, net is primarily attributable to the mark-to-market of the equity warrants received as part of the Safanad/HC-One transaction that closed in the second quarter of 2021. In addition, the mark-to-market adjustment on our Genesis Healthcare available-for-sale investment is reflected in all periods.

Interest expense represents secured debt interest expense and related fees. The change in secured debt interest expense is due to the net effect and timing of assumptions, segment transitions, fluctuations in foreign currency rates, extinguishments and principal amortizations. The following is a summary of our Triple-net secured debt principal activity for the periods presented (dollars in thousands):

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|                      | Year Ended<br>December 31, 2022 |               | Year Ended<br>December 31, 2021 |               | Year Ended<br>December 31, 2020 |               |
|----------------------|---------------------------------|---------------|---------------------------------|---------------|---------------------------------|---------------|
|                      | Amount                          | Weighted Avg. | Amount                          | Weighted Avg. | Amount                          | Weighted Avg. |
|                      |                                 | Interest Rate |                                 | Interest Rate |                                 | Interest Rate |
| Beginning balance    | \$ 72,536                       | 4.57%         | \$ 123,652                      | 4.91%         | \$ 306,038                      | 3.60%         |
| Debt assumed         | 39,574                          | 16.68%        | —                               | —%            | —                               | —%            |
| Debt extinguished    | (39,574)                        | 16.68%        | (46,402)                        | 5.43%         | (176,875)                       | 2.03%         |
| Debt transferred out | (32,478)                        | 4.79%         | —                               | —%            | —                               | —%            |
| Principal payments   | (879)                           | 4.37%         | (4,679)                         | 5.14%         | (4,376)                         | 5.16%         |
| Foreign currency     | —                               | —%            | (35)                            | 5.43%         | (1,135)                         | 2.97%         |
| Ending balance       | <u>\$ 39,179</u>                | <u>4.39%</u>  | <u>\$ 72,536</u>                | <u>4.57%</u>  | <u>\$ 123,652</u>               | <u>4.91%</u>  |
| Monthly averages     | \$ 39,584                       | 4.39%         | \$ 117,966                      | 4.90%         | \$ 215,796                      | 3.85%         |

A portion of our Triple-net properties were formed through partnerships. Income or loss from unconsolidated entities represents our share of net income or losses from partnerships where we are the noncontrolling partner. The increase in income from unconsolidated entities during the year ended December 31, 2022 is primarily related to the write off of a right of use asset and related lease liability on an unconsolidated joint venture that was restructured during the year. Net income attributable to noncontrolling interests represents our partners' share of net income relating to those partnerships where we are the controlling partner. The decrease in net income attributable to noncontrolling interests for the year ended December 31, 2022 compared to 2021 is related to the increase in ownership in existing Triple-net joint ventures.

### Outpatient Medical

The following is a summary of our results of operations for the Outpatient Medical segment for the periods presented (dollars in thousands):

|  | Year Ended        |                   | One Year Change    |             | Year Ended        |                    | One Year Change |                    | Two Year Change |  |
|--|-------------------|-------------------|--------------------|-------------|-------------------|--------------------|-----------------|--------------------|-----------------|--|
|  | December 31,      |                   |                    |             | December 31,      |                    |                 |                    |                 |  |
|  | 2022              | 2021              | \$                 | %           | 2020              | \$                 | %               | \$                 | %               |  |
| Revenues:  |                   |                   |                    |             |                   |                    |                 |                    |                 |  |
| Rental income  | \$ 669,457        | \$ 613,254        | \$ 56,203          | 9%          | \$ 709,584        | \$ (96,330)        | -14%            | \$ (40,127)        | -6%             |  |
| Interest income  | 302               | 8,792             | (8,490)            | -97%        | 5,913             | 2,879              | 49%             | (5,611)            | -95%            |  |
| Other income   | 8,998             | 13,243            | (4,245)            | -32%        | 4,522             | 8,721              | 193%            | 4,476              | 99%             |  |
| Total revenues   | 678,757           | 635,289           | 43,468             | 7%          | 720,019           | (84,730)           | -12%            | (41,262)           | -6%             |  |
| Property operating expenses  | 205,997           | 186,939           | 19,058             | 10%         | 214,948           | (28,009)           | -13%            | (8,951)            | -4%             |  |
| NOI <sup>(1)</sup>   | 472,760           | 448,350           | 24,410             | 5%          | 505,071           | (56,721)           | -11%            | (32,311)           | -6%             |  |
| Other expenses:  |                   |                   |                    |             |                   |                    |                 |                    |                 |  |
| Depreciation and amortization  | 239,681           | 223,302           | 16,379             | 7%          | 261,371           | (38,069)           | -15%            | (21,690)           | -8%             |  |
| Interest expense   | 18,078            | 17,506            | 572                | 3%          | 17,579            | (73)               | —%              | 499                | 3%              |  |
| Loss (gain) on extinguishment of debt, net                           | 15                | (4)               | 19                 | 475%        | 1,046             | (1,050)            | -100%           | (1,031)            | -99%            |  |
| Provision for loan losses, net                                       | (8)               | (3,463)           | 3,455              | 100%        | 3,202             | (6,665)            | -208%           | (3,210)            | -100%           |  |
| Impairment of assets   | 761               | 2,211             | (1,450)            | -66%        | —                 | 2,211              | n/a             | 761                | n/a             |  |
| Other expenses   | 2,537             | 2,523             | 14                 | 1%          | 8,218             | (5,695)            | -69%            | (5,681)            | -69%            |  |
|  | 261,064           | 242,075           | 18,989             | 8%          | 291,416           | (49,341)           | -17%            | (30,352)           | -10%            |  |
| Income from continuing operations before income taxes and other item | 211,696           | 206,275           | 5,421              | 3%          | 213,655           | (7,380)            | -3%             | (1,959)            | -1%             |  |
| Income (loss) from unconsolidated entities                           | (2,467)           | (4,395)           | 1,928              | 44%         | 7,312             | (11,707)           | -160%           | (9,779)            | -134%           |  |
| Gain (loss) on real estate dispositions, net                         | (6,399)           | 93,348            | (99,747)           | -107%       | 695,918           | (602,570)          | -87%            | (702,317)          | -101%           |  |
| Income from continuing operations                                    | 202,830           | 295,228           | (92,398)           | -31%        | 916,885           | (621,657)          | -68%            | (714,055)          | -78%            |  |
| Net income (loss)  | 202,830           | 295,228           | (92,398)           | -31%        | 916,885           | (621,657)          | -68%            | (714,055)          | -78%            |  |
| Less: Net income (loss) attributable to noncontrolling interests     | 7,180             | 4,916             | 2,264              | 46%         | (278)             | 5,194              | n/a             | 7,458              | n/a             |  |
| Net income (loss) attributable to common stockholders                | <u>\$ 195,650</u> | <u>\$ 290,312</u> | <u>\$ (94,662)</u> | <u>-33%</u> | <u>\$ 917,163</u> | <u>\$(626,851)</u> | <u>-68%</u>     | <u>\$(721,513)</u> | <u>-79%</u>     |  |

<sup>(1)</sup> See Non-GAAP Financial Measures below.

Rental income has increased due primarily to acquisitions and construction conversions that occurred during 2021 and 2022. Certain of our leases contain annual rental escalators that are contingent upon changes in the Consumer Price Index. These escalators are not fixed, so no straight-line rent is recorded; however, rental income is recorded based on the contractual cash rental payments due for the period. If the Consumer Price Index does not increase, a portion of our revenues may not continue to increase. Our leases could renew above or below current rental rates, resulting in an increase or decrease in rental income. For the year ended December 31, 2022, our consolidated Outpatient Medical portfolio signed 435,000 square feet of new leases and 1,826,000 square feet of renewals. The weighted-average term of these leases was seven years, with a rate of \$38.19 per square foot and tenant improvement and lease commission costs of \$26.77 per square foot. Substantially all of these leases contain an annual fixed or contingent escalation rent structure ranging from 1.0% to 7.0%.

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The decrease in interest income for the year ended December 31, 2022 is due primarily to a \$178,207,000 first mortgage initiated in August 2020, which was subsequently repaid in full in June of 2021, resulting in the reversal of the previously established allowance for credit losses.

The fluctuation in property operating expenses and depreciation and amortization are primarily attributable to acquisitions and construction conversions that occurred during 2021 and 2022. To the extent that we acquire or dispose of additional properties in the future, these amounts will change accordingly.

The following is a summary of our SSNOI at Welltower Share for the Outpatient Medical segment (dollars in thousands):

|                      | QTD Pool           |                   |          |      | YTD Pool          |                   |          |      |
|----------------------|--------------------|-------------------|----------|------|-------------------|-------------------|----------|------|
|                      | Three Months Ended |                   | Change   |      | Year Ended        |                   | Change   |      |
|                      | December 31, 2022  | December 31, 2021 | \$       | %    | December 31, 2022 | December 31, 2021 | \$       | %    |
| SSNOI <sup>(1)</sup> | \$ 107,867         | \$ 105,260        | \$ 2,607 | 2.5% | \$ 403,520        | \$ 395,379        | \$ 8,141 | 2.1% |

<sup>(1)</sup> Relates to 361 properties for the QTD Pool and 349 properties for the YTD Pool. Please see Non-GAAP Financial Measures for additional information and reconciliations.

During the year ended December 31, 2022, we recognized an impairment charge of \$761,000 related to one held for use property. During the year ended December 31, 2021, we recognized an impairment charge of \$2,211,000 related to one held for sale property. Transaction costs related to asset acquisitions are capitalized as a component of purchase price. The fluctuation in other expenses is primarily due to noncapitalizable transaction costs. Changes in gains/losses on sales of properties are related to volume of property sales and the sales prices.

During the year ended December 31, 2022, we completed two Outpatient Medical construction projects representing \$44,778,000 or \$383 per square foot. The following is a summary of our consolidated Outpatient Medical construction projects, excluding expansions, pending as of December 31, 2022 (dollars in thousands):

| Location                     | Square Feet | Commitment | Balance   | Est. Completion |
|------------------------------|-------------|------------|-----------|-----------------|
| Houston                      | 16,835      | \$ 9,935   | \$ 5,796  | 1Q23            |
| Beaumont-Port Arthur, TX     | 33,000      | 11,822     | 5,525     | 2Q23            |
| Houston                      | 16,830      | 9,077      | 4,328     | 2Q23            |
|                              | 66,665      | \$ 30,834  | 15,649    |                 |
| Charlotte, NC <sup>(1)</sup> |             |            | 33,376    |                 |
|                              |             |            | \$ 49,025 |                 |

<sup>(1)</sup> Final square feet, commitment amount and expected conversion date not yet known.

Total interest expense represents secured debt interest expense. The change in secured debt interest expense is primarily due to the net effect and timing of assumptions, extinguishments and principal amortizations. The following is a summary of our Outpatient Medical secured debt principal activity for the periods presented (dollars in thousands):

|                    | Year Ended<br>December 31, 2022 |                                | Year Ended<br>December 31, 2021 |                                | Year Ended<br>December 31, 2020 |                                |
|--------------------|---------------------------------|--------------------------------|---------------------------------|--------------------------------|---------------------------------|--------------------------------|
|                    | Amount                          | Weighted Avg.<br>Interest Rate | Amount                          | Weighted Avg.<br>Interest Rate | Amount                          | Weighted Avg.<br>Interest Rate |
| Beginning balance  | \$ 530,254                      | 3.49%                          | \$ 548,229                      | 3.55%                          | \$ 572,267                      | 3.97%                          |
| Debt extinguished  | (131,582)                       | 4.26%                          | (7,670)                         | 5.64%                          | (14,205)                        | 5.34%                          |
| Principal payments | (9,836)                         | 4.45%                          | (10,305)                        | 4.43%                          | (9,833)                         | 4.60%                          |
| Ending balance     | \$ 388,836                      | 4.38%                          | \$ 530,254                      | 3.49%                          | \$ 548,229                      | 3.55%                          |
| Monthly averages   | \$ 485,161                      | 3.89%                          | \$ 540,947                      | 3.52%                          | \$ 562,017                      | 3.72%                          |

A portion of our Outpatient Medical properties were formed through partnerships. Income or loss from unconsolidated entities represents our share of net income or losses from partnerships where we are the noncontrolling partner. Net income attributable to noncontrolling interests represents our partners' share of net income or loss relating to those partnerships where we are the controlling partner.



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### Non-Segment/Corporate

The following is a summary of our results of operations for the Non-Segment/Corporate activities for the periods presented (dollars in thousands):

|   | Year Ended   |              | One Year Change |       | Year Ended   |          | One Year Change |             | Two Year Change |  |
|---|--------------|--------------|-----------------|-------|--------------|----------|-----------------|-------------|-----------------|--|
|   | December 31, | December 31, | \$              | %     | December 31, | \$       | %               | \$          | %               |  |
|   | 2022         | 2021         |                 |       | 2020         |          |                 |             |                 |  |
| Revenues:   |              |              |                 |       |              |          |                 |             |                 |  |
| Other income  | \$ 4,934     | \$ 2,992     | \$ 1,942        | 65%   | \$ 2,781     | \$ 211   | 8%              | \$ 2,153    | 77%             |  |
| Total revenues  | 4,934        | 2,992        | 1,942           | 65%   | 2,781        | 211      | 8%              | 2,153       | 77%             |  |
| Property operating expenses   | 16,245       | 8,817        | 7,428           | 84%   | 3,381        | 5,436    | 161%            | 12,864      | 380%            |  |
| NOI <sup>(1)</sup>  | (11,311)     | (5,825)      | (5,486)         | -94%  | (600)        | (5,225)  | -871%           | (10,711)    | n/a             |  |
| Other expenses:   |              |              |                 |       |              |          |                 |             |                 |  |
| Interest expense  | 475,645      | 426,644      | 49,001          | 11%   | 432,431      | (5,787)  | -1%             | 43,214      | 10%             |  |
| General and administrative expenses                                 | 150,390      | 126,727      | 23,663          | 19%   | 128,394      | (1,667)  | -1%             | 21,996      | 17%             |  |
| Loss (gain) on extinguishments of debt, net                         | 199          | 52,506       | (52,307)        | -100% | 33,344       | 19,162   | 57%             | (33,145)    | -99%            |  |
| Other expenses  | 20,064       | 7,895        | 12,169          | 154%  | 24,929       | (17,034) | -68%            | (4,865)     | -20%            |  |
| Total expenses  | 646,298      | 613,772      | 32,526          | 5%    | 619,098      | (5,326)  | -1%             | 27,200      | 4%              |  |
| Loss from continuing operations before income taxes and other items | (657,609)    | (619,597)    | (38,012)        | -6%   | (619,698)    | 101      | —%              | (37,911)    | -6%             |  |
| Income tax (expense) benefit  | (7,247)      | (8,713)      | 1,466           | 17%   | (9,968)      | 1,255    | 13%             | 2,721       | 27%             |  |
| Loss from continuing operations                                     | (664,856)    | (628,310)    | (36,546)        | -6%   | (629,666)    | 1,356    | —%              | (35,190)    | -6%             |  |
| Net loss attributable to common stockholders                        | \$ (664,856) | \$ (628,310) | \$ (36,546)     | -6%   | \$ (629,666) | \$ 1,356 | —%              | \$ (35,190) | -6%             |  |

<sup>(1)</sup> See Non-GAAP Financial Measures below.

Property operating expenses represent insurance costs related to our captive insurance company formed as of July 1, 2020, which acts as a direct insurer of property level insurance coverage for our portfolio.

The following is a summary of our Non-Segment/Corporate interest expense for the periods presented (dollars in thousands):

|  | Year Ended   |              | One Year Change |      | Year Ended   |            | One Year Change |           | Two Year Change |  |
|--|--------------|--------------|-----------------|------|--------------|------------|-----------------|-----------|-----------------|--|
|  | December 31, | December 31, | \$              | %    | December 31, | \$         | %               | \$        | %               |  |
|  | 2022         | 2021         |                 |      | 2020         |            |                 |           |                 |  |
| Senior unsecured notes                                 | \$ 436,185   | \$ 401,247   | \$ 34,938       | 9%   | \$ 400,014   | \$ 1,233   | —%              | \$ 36,171 | 9%              |  |
| Unsecured credit facility and commercial paper program | 19,576       | 6,759        | 12,817          | 190% | 15,313       | (8,554)    | -56%            | 4,263     | 28%             |  |
| Loan expense   | 19,884       | 18,638       | 1,246           | 7%   | 17,104       | 1,534      | 9%              | 2,780     | 16%             |  |
| Totals   | \$ 475,645   | \$ 426,644   | \$ 49,001       | 11%  | \$ 432,431   | \$ (5,787) | -1%             | \$ 43,214 | 10%             |  |

The change in interest expense on senior unsecured notes is due to the net effect of issuances and extinguishments, as well as the movement in foreign exchange rates and related hedge activity. Please refer to Note 11 to the consolidated financial statements for additional information. The change in interest expense on our unsecured revolving credit facility and commercial paper program is due primarily to the net effect and timing of draws, paydowns and variable interest rate changes. Please refer to Note 10 of our consolidated financial statements for additional information. Loan expenses represent the amortization of costs incurred in connection with senior unsecured notes issuances. The loss on extinguishment recognized during the year ended December 31, 2021 is due primarily to the early extinguishment of \$339,128,000 of our 3.75% senior unsecured notes due March 2023 and \$334,624,000 of our 3.95% senior unsecured notes due September 2023.

General and administrative expenses as a percentage of consolidated revenues for the years ended December 31, 2022, 2021 and 2020 were 2.57%, 2.67% and 2.79%, respectively. Other expenses includes non-capitalizable legal expenses, including related to our umbrella partnership REIT reorganization during 2022. The provision for income taxes primarily relates to state taxes, foreign taxes and taxes based on income generated by entities that are structured as TRSs.

### Other

#### Non-GAAP Financial Measures

We believe that net income and net income attributable to common stockholders, as defined by U.S. GAAP, are the most appropriate earnings measurements. However, we consider FFO, NOI, SSNOI, EBITDA and Adjusted EBITDA to be useful supplemental measures of our operating performance. 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 funds from operations attributable to common stockholders ("FFO") as a supplemental measure of operating performance for REITs that

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excludes historical cost depreciation from net income. FFO, as defined by NAREIT, means NICS, computed in accordance with U.S. GAAP, excluding gains (or losses) from sales of real estate and impairment of depreciable assets, plus depreciation and amortization, and after adjustments for unconsolidated entities and noncontrolling interests.

NOI is used to evaluate the operating performance of our properties. 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. Same store NOI ("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. We believe the drivers of property level NOI for both consolidated properties and unconsolidated properties are generally the same and therefore, we evaluate SSNOI based on our ownership interest in each property ("Welltower Share"). To arrive at Welltower's Share, NOI is adjusted by adding our minority ownership share related to unconsolidated properties and by subtracting the minority partners' noncontrolling ownership interests for consolidated properties. We do not control investments in unconsolidated properties and while we consider disclosures at Welltower Share to be useful, they may not accurately depict the legal and economic implications of our joint venture arrangements and should be used with caution. 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 SSNOI five full quarters or eight full quarters after acquisition or being placed into service for the QTD Pool and the YTD Pool, respectively. Land parcels, loans and sub-leases, as well as any properties sold or classified as held for sale during the respective periods are excluded from SSNOI. 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 SSNOI until five full quarters or eight full quarters post completion of the redevelopment for the QTD Pool and YTD Pool, respectively. Properties undergoing operator transitions and/or segment transitions are also excluded from SSNOI until five full quarters or eight full quarters post completion of the transition for the QTD Pool and YTD Pool, respectively. In addition, properties significantly impacted by force majeure, acts of God, or other extraordinary adverse events are excluded from SSNOI until five full quarters or eight full quarters after the properties are placed back into service for the QTD Pool and YTD Pool, respectively. SSNOI excludes non-cash NOI and includes adjustments to present consistent ownership percentages and to translate Canadian properties and U.K. properties using a consistent exchange rate. We believe NOI 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 and SSNOI to make decisions about resource allocations and to assess the property level performance of our properties.

EBITDA is defined as earnings (net income) before interest, 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/loss/impairments on properties, gains/losses on derivatives and financial instruments, other expenses, other impairment charges and other adjustments as deemed appropriate. We believe that EBITDA and Adjusted EBITDA, along with net income, are important supplemental measures because they provide additional information to assess and evaluate the performance of our operations. We primarily use these measures to determine our interest coverage ratio, which represents EBITDA and Adjusted EBITDA divided by total interest, and our fixed charge coverage ratio, which represents EBITDA and Adjusted EBITDA divided by fixed charges. Fixed charges include total interest and secured debt principal amortization. Covenants in our unsecured senior notes and primary credit facility contain financial ratios based on a definition of EBITDA and Adjusted EBITDA that is specific to those agreements. Our leverage ratios are defined as the proportion of net debt to total capitalization and include book capitalization, undepreciated book capitalization and market capitalization. Book capitalization represents the sum of net debt (defined as total long-term debt, excluding operating lease liabilities, less cash and cash equivalents and restricted cash), total equity and redeemable noncontrolling interests. Undepreciated book capitalization represents book capitalization adjusted for accumulated depreciation and amortization. Market capitalization represents book capitalization adjusted for the fair market value of our common stock.

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. Management uses these financial measures to facilitate internal and external comparisons to our historical operating results and in making operating decisions. Additionally, these measures are utilized by the Board of Directors to evaluate management. None of our supplemental 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 measures, as defined by us, may not be comparable to similarly entitled items reported by other real estate investment trusts or other companies.

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The table below reflects the reconciliation of FFO to NICS, the most directly comparable U.S. GAAP measure, for the periods presented. Noncontrolling interest and unconsolidated entity amounts represent adjustments to reflect our share of depreciation and amortization, gains/loss on real estate dispositions and impairment of assets. Amounts are in thousands except for per share data.

|   | Year Ended December 31, |              |              |
|---|-------------------------|--------------|--------------|
|   | 2022                    | 2021         | 2020         |
| <b>FFO Reconciliation:</b>                                    |                         |              |              |
| Net income attributable to common stockholders                | \$ 141,214              | \$ 336,138   | \$ 978,844   |
| Depreciation and amortization                                 | 1,310,368               | 1,037,566    | 1,038,437    |
| Impairment of assets  | 17,502                  | 51,107       | 135,608      |
| Loss (gain) on real estate dispositions, net                  | (16,043)                | (235,375)    | (1,088,455)  |
| Noncontrolling interests                                      | (56,529)                | (54,190)     | (23,968)     |
| Unconsolidated entities                                       | 81,560                  | 85,476       | 62,096       |
| Funds from operations attributable to common stockholders     | \$ 1,478,072            | \$ 1,220,722 | \$ 1,102,562 |
| Average diluted shares outstanding:                           | 465,158                 | 426,841      | 417,387      |
| Per diluted share data:                                       |                         |              |              |
| Net income attributable to common stockholders <sup>(1)</sup> | \$ 0.30                 | \$ 0.78      | \$ 2.33      |
| Funds from operations attributable to common stockholders     | \$ 3.18                 | \$ 2.86      | \$ 2.64      |

(1) Includes adjustment to the numerator for income (loss) attributable to OP unitholders.

The following tables reflect the reconciliation of consolidated NOI to net income, the most directly comparable U.S. GAAP measure, for the years presented. Dollar amounts are in thousands.

|   | Year Ended December 31, |              |              |
|---|-------------------------|--------------|--------------|
|   | 2022                    | 2021         | 2020         |
| <b>NOI Reconciliation:</b>                                |                         |              |              |
| Net income (loss)   | \$ 160,568              | \$ 374,479   | \$ 1,038,852 |
| Loss (gain) on real estate dispositions, net              | (16,043)                | (235,375)    | (1,088,455)  |
| Loss (income) from unconsolidated entities                | 21,290                  | 22,933       | 8,083        |
| Income tax expense (benefit)                              | 7,247                   | 8,713        | 9,968        |
| Other expenses  | 101,670                 | 41,739       | 70,335       |
| Impairment of assets                                      | 17,502                  | 51,107       | 135,608      |
| Provision for loan losses, net                            | 10,320                  | 7,270        | 94,436       |
| Loss (gain) on extinguishment of debt, net                | 680                     | 49,874       | 47,049       |
| Loss (gain) on derivatives and financial instruments, net | 8,334                   | (7,333)      | 11,049       |
| General and administrative expenses                       | 150,390                 | 126,727      | 128,394      |
| Depreciation and amortization                             | 1,310,368               | 1,037,566    | 1,038,437    |
| Interest expense  | 529,519                 | 489,853      | 514,388      |
| Consolidated net operating income (NOI)                   | \$ 2,301,845            | \$ 1,967,553 | \$ 2,008,144 |
| NOI by segment:   |                         |              |              |
| Seniors Housing Operating                                 | \$ 953,372              | \$ 683,906   | \$ 755,552   |
| Triple-net  | 887,024                 | 841,122      | 748,121      |
| Outpatient Medical  | 472,760                 | 448,350      | 505,071      |
| Non-segment/corporate                                     | (11,311)                | (5,825)      | (600)        |
| Total NOI   | \$ 2,301,845            | \$ 1,967,553 | \$ 2,008,144 |

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### Quarterly NOI by Segment:

(in thousands)

|                                   | Three Months Ended |            |              |            |               |            |              |            | Year Ended   |              |
|-----------------------------------|--------------------|------------|--------------|------------|---------------|------------|--------------|------------|--------------|--------------|
|                                   | March 31,          |            | June 30,     |            | September 30, |            | December 31, |            | December 31, |              |
|                                   | 2022               | 2021       | 2022         | 2021       | 2022          | 2021       | 2022         | 2021       | 2022         | 2021         |
| <b>Seniors Housing Operating:</b> |                    |            |              |            |               |            |              |            |              |              |
| Total revenues                    | \$ 996,612         | \$ 726,402 | \$ 1,071,210 | \$ 742,549 | \$ 1,072,600  | \$ 839,519 | \$ 1,104,995 | \$ 904,780 | \$ 4,245,417 | \$ 3,213,250 |
| Property operating expenses       | 789,928            | 555,968    | 789,299      | 582,361    | 841,914       | 666,610    | 870,904      | 724,405    | 3,292,045    | 2,529,344    |
| Consolidated NOI                  | \$ 206,684         | \$ 170,434 | \$ 281,911   | \$ 160,188 | \$ 230,686    | \$ 172,909 | \$ 234,091   | \$ 180,375 | \$ 953,372   | \$ 683,906   |
| <b>Triple-net:</b>                |                    |            |              |            |               |            |              |            |              |              |
| Total revenues                    | \$ 235,163         | \$ 168,482 | \$ 234,360   | \$ 238,941 | \$ 228,819    | \$ 239,985 | \$ 233,165   | \$ 243,176 | \$ 931,507   | \$ 890,584   |
| Property operating expenses       | 11,211             | 12,841     | 11,491       | 12,627     | 11,495        | 11,664     | 10,286       | 12,330     | 44,483       | 49,462       |
| Consolidated NOI                  | \$ 223,952         | \$ 155,641 | \$ 222,869   | \$ 226,314 | \$ 217,324    | \$ 228,321 | \$ 222,879   | \$ 230,846 | \$ 887,024   | \$ 841,122   |
| <b>Outpatient Medical:</b>        |                    |            |              |            |               |            |              |            |              |              |
| Total revenues                    | \$ 163,323         | \$ 156,223 | \$ 166,322   | \$ 159,072 | \$ 172,178    | \$ 159,503 | \$ 176,934   | \$ 160,491 | \$ 678,757   | \$ 635,289   |
| Property operating expenses       | 49,915             | 46,863     | 50,648       | 45,495     | 52,921        | 48,072     | 52,513       | 46,509     | 205,997      | 186,939      |
| Consolidated NOI                  | \$ 113,408         | \$ 109,360 | \$ 115,674   | \$ 113,577 | \$ 119,257    | \$ 111,431 | \$ 124,421   | \$ 113,982 | \$ 472,760   | \$ 448,350   |
| <b>Corporate:</b>                 |                    |            |              |            |               |            |              |            |              |              |
| Total revenues                    | \$ 606             | \$ 955     | \$ 644       | \$ 430     | \$ 247        | \$ 790     | \$ 3,437     | \$ 817     | \$ 4,934     | \$ 2,992     |
| Property operating expenses       | 2,615              | 1,654      | 2,645        | 2,174      | 5,850         | 3,054      | 5,135        | 1,935      | 16,245       | 8,817        |
| Consolidated NOI                  | \$ (2,009)         | \$ (699)   | \$ (2,001)   | \$ (1,744) | \$ (5,603)    | \$ (2,264) | \$ (1,698)   | \$ (1,118) | \$ (11,311)  | \$ (5,825)   |

The following is a reconciliation of the properties included in our QTD Pool and YTD Pool for SSNOI:

| SSNOI Property Reconciliations:                            | QTD Pool                  |            |                    |       | YTD Pool                  |            |                    |       |
|--|---------------------------|------------|--------------------|-------|---------------------------|------------|--------------------|-------|
|  | Seniors Housing Operating | Triple-net | Outpatient Medical | Total | Seniors Housing Operating | Triple-net | Outpatient Medical | Total |
| Consolidated properties                                    | 850                       | 570        | 323                | 1,743 | 850                       | 570        | 323                | 1,743 |
| Unconsolidated properties                                  | 104                       | 39         | 79                 | 222   | 104                       | 39         | 79                 | 222   |
| Total properties   | 954                       | 609        | 402                | 1,965 | 954                       | 609        | 402                | 1,965 |
| Recent acquisitions/development conversions <sup>(1)</sup> | (114)                     | (11)       | (24)               | (149) | (254)                     | (40)       | (36)               | (330) |
| Under development  | (40)                      | —          | (5)                | (45)  | (40)                      | —          | (5)                | (45)  |
| Under redevelopment <sup>(2)</sup>                         | (4)                       | (3)        | (4)                | (11)  | (4)                       | (3)        | (4)                | (11)  |
| Current held for sale                                      | (3)                       | (7)        | (1)                | (11)  | (3)                       | (7)        | (1)                | (11)  |
| Land parcels, loans and subleases                          | (24)                      | (8)        | (7)                | (39)  | (24)                      | (8)        | (7)                | (39)  |
| Transitions <sup>(3)</sup>                                 | (108)                     | (150)      | —                  | (258) | (108)                     | (150)      | —                  | (258) |
| Other <sup>(4)</sup>                                       | (7)                       | (3)        | —                  | (10)  | (7)                       | (3)        | —                  | (10)  |
| Same store properties                                      | 654                       | 427        | 361                | 1,442 | 514                       | 398        | 349                | 1,261 |

<sup>(1)</sup> Acquisitions and development conversions will enter the QTD Pool and YTD Pool five full quarters and eight full quarters after acquisition or certificate of occupancy, respectively.

<sup>(2)</sup> Redevelopment properties will enter the QTD Pool and YTD Pool after five full quarters and eight full quarters of operations post redevelopment completion, respectively.

<sup>(3)</sup> Transitioned properties will enter the QTD Pool and YTD Pool after five full quarters and eight full quarters of operations with the new operator in place or under the new structure, respectively.

<sup>(4)</sup> Represents properties that are either closed or being closed.

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The following is a reconciliation of our consolidated NOI to same store NOI for the periods presented for the respective pools. Dollar amounts are in thousands.

|  | QTD Pool           |                   | YTD Pool            |                   |
|--|--------------------|-------------------|---------------------|-------------------|
|  | Three Months Ended |                   | Twelve Months Ended |                   |
|  | December 31, 2022  | December 31, 2021 | December 31, 2022   | December 31, 2021 |
| <b>SSNOI Reconciliations:</b>                      |                    |                   |                     |                   |
| Seniors Housing Operating:                         |                    |                   |                     |                   |
| Consolidated NOI                                   | \$ 234,091         | \$ 180,375        | \$ 953,372          | \$ 683,906        |
| NOI attributable to unconsolidated investments     | 11,291             | 10,713            | 47,190              | 44,470            |
| NOI attributable to noncontrolling interests       | (16,718)           | (12,125)          | (122,874)           | (65,747)          |
| Non-cash NOI attributable to same store properties | (196)              | (662)             | (747)               | 10,878            |
| NOI attributable to non-same store properties      | (46,511)           | (22,024)          | (270,363)           | (121,779)         |
| Currency and ownership adjustments <sup>(1)</sup>  | 2,759              | (669)             | 4,146               | (2,856)           |
| SSNOI at Welltower Share                           | 184,716            | 155,608           | 610,724             | 548,872           |
| Triple-net:  |                    |                   |                     |                   |
| Consolidated NOI                                   | 222,879            | 230,846           | 887,024             | 841,122           |
| NOI attributable to unconsolidated investments     | 8,947              | 4,893             | 29,516              | 19,559            |
| NOI attributable to noncontrolling interests       | (9,555)            | (13,600)          | (41,099)            | (48,892)          |
| Non-cash NOI attributable to same store properties | (11,592)           | (8,310)           | (37,190)            | (27,000)          |
| NOI attributable to non-same store properties      | (86,076)           | (92,708)          | (389,905)           | (352,792)         |
| Currency and ownership adjustments <sup>(1)</sup>  | 2,693              | 938               | 7,477               | 1,829             |
| SSNOI at Welltower Share                           | 127,296            | 122,059           | 455,823             | 433,826           |
| Outpatient Medical:                                |                    |                   |                     |                   |
| Consolidated NOI                                   | 124,421            | 113,982           | 472,760             | 448,350           |
| NOI attributable to unconsolidated investments     | 4,712              | 4,682             | 19,233              | 18,998            |
| NOI attributable to noncontrolling interests       | (5,576)            | (4,896)           | (22,089)            | (18,645)          |
| Non-cash NOI attributable to same store properties | (4,287)            | (3,523)           | (10,323)            | (10,384)          |
| NOI attributable to non-same store properties      | (11,250)           | (5,298)           | (56,001)            | (42,089)          |
| Currency and ownership adjustments <sup>(1)</sup>  | (153)              | 313               | (60)                | (851)             |
| SSNOI at Welltower Share                           | 107,867            | 105,260           | 403,520             | 395,379           |
| SSNOI at Welltower Share:                          |                    |                   |                     |                   |
| Seniors Housing Operating                          | 184,716            | 155,608           | 610,724             | 548,872           |
| Triple-net   | 127,296            | 122,059           | 455,823             | 433,826           |
| Outpatient Medical                                 | 107,867            | 105,260           | 403,520             | 395,379           |
| Total  | \$ 419,879         | \$ 382,927        | \$ 1,470,067        | \$ 1,378,077      |

<sup>(1)</sup> Includes adjustments to reflect consistent property ownership percentages, to translate Canadian properties at a USD/CAD rate of 1.2738 and to translate U.K. properties at a GBP/USD rate of 1.3501.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The table below reflects the reconciliation of EBITDA and Adjusted EBITDA to net income, the most directly comparable U.S. GAAP measure, for the periods presented. Dollars are in thousands.

|  | Year Ended December 31, |              |              |
|--|-------------------------|--------------|--------------|
|  | 2022                    | 2021         | 2020         |
| <b>Adjusted EBITDA Reconciliation:</b>                             |                         |              |              |
| Net income (loss)  | \$ 160,568              | \$ 374,479   | \$ 1,038,852 |
| Interest expense   | 529,519                 | 489,853      | 514,388      |
| Income tax expense (benefit)                                       | 7,247                   | 8,713        | 9,968        |
| Depreciation and amortization                                      | 1,310,368               | 1,037,566    | 1,038,437    |
| EBITDA   | 2,007,702               | 1,910,611    | 2,601,645    |
| Loss (income) from unconsolidated entities                         | 21,290                  | 22,933       | 8,083        |
| Stock-based compensation expense                                   | 26,027                  | 16,933       | 22,154       |
| Loss (gain) on extinguishment of debt, net                         | 680                     | 49,874       | 47,049       |
| Loss (gain) on real estate dispositions, net                       | (16,043)                | (235,375)    | (1,088,455)  |
| Impairment of assets   | 17,502                  | 51,107       | 135,608      |
| Provision for loan losses, net                                     | 10,320                  | 7,270        | 94,436       |
| Loss (gain) on derivatives and financial instruments, net          | 8,334                   | (7,333)      | 11,049       |
| Other expenses   | 101,670                 | 41,739       | 70,335       |
| Lease termination and leasehold interest adjustment <sup>(1)</sup> | (64,854)                | 760          | —            |
| Casualty losses, net of recoveries                                 | 10,391                  | 5,786        | —            |
| Other impairment, net <sup>(2)</sup>                               | (620)                   | 49,241       | 146,508      |
| Adjusted EBITDA  | \$ 2,122,399            | \$ 1,913,546 | \$ 2,048,412 |
| <b>Adjusted Interest Coverage Ratio:</b>                           |                         |              |              |
| Interest expense   | \$ 529,519              | \$ 489,853   | \$ 514,388   |
| Capitalized interest   | 30,491                  | 19,352       | 17,472       |
| Non-cash interest expense  | (21,754)                | (17,506)     | (15,751)     |
| Total interest   | 538,256                 | 491,699      | 516,109      |
| EBITDA   | \$ 2,007,702            | \$ 1,910,611 | \$ 2,601,645 |
| Interest coverage ratio  | 3.73x                   | 3.89x        | 5.04x        |
| Adjusted EBITDA  | \$ 2,122,399            | \$ 1,913,546 | \$ 2,048,412 |
| Adjusted interest coverage ratio                                   | 3.94x                   | 3.89x        | 3.97x        |
| <b>Adjusted Fixed Charge Coverage Ratio:</b>                       |                         |              |              |
| Total interest   | \$ 538,256              | \$ 491,699   | \$ 516,109   |
| Secured debt principal payments                                    | 58,114                  | 65,587       | 62,707       |
| Total fixed charges  | 596,370                 | 557,286      | 578,816      |
| EBITDA   | \$ 2,007,702            | \$ 1,910,611 | \$ 2,601,645 |
| Fixed charge coverage ratio  | 3.37x                   | 3.43x        | 4.49x        |
| Adjusted EBITDA  | \$ 2,122,399            | \$ 1,913,546 | \$ 2,048,412 |
| Adjusted fixed charge coverage ratio                               | 3.56x                   | 3.43x        | 3.54x        |

<sup>(1)</sup> Represents revenues and property operating expenses associated with a leasehold portfolio interest relating to 26 properties assumed by a wholly-owned affiliate in conjunction with the Holiday Retirement transaction. Subsequent to the initial transaction, we purchased eight of the leased properties and one of the properties was sold by the landlord and removed from the lease. No rent was paid in excess of net cash flow relating to the leasehold properties and therefore, the net impact has been excluded from Adjusted EBITDA. Additionally, in conjunction with the lease termination, during the year ended December 31, 2022, we recognized \$58,621,000 in other income from the derecognition of the right of use asset and related lease liability which has also been excluded from Adjusted EBITDA.

<sup>(2)</sup> Represents the changes in the reserve for straight-line rent receivables balances relating to leases placed on cash recognition.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Our leverage ratios include book capitalization, undepreciated book capitalization and market capitalization. Book capitalization represents the sum of net debt (defined as total long-term debt less cash and cash equivalents and restricted cash), total equity and redeemable noncontrolling interests. Undepreciated book capitalization represents book capitalization adjusted for accumulated depreciation and amortization. Market capitalization represents book capitalization adjusted for the fair market value of our common stock. Our leverage ratios are defined as the proportion of net debt to total capitalization. The table below reflects the reconciliation of our leverage ratios to our balance sheets for the periods presented. Amounts are in thousands, except share price.

|  | Year Ended December 31, |               |               |
|--|-------------------------|---------------|---------------|
|  | 2022                    | 2021          | 2020          |
| <b>Book capitalization:</b>                              |                         |               |               |
| Unsecured credit facility and commercial paper           | \$ —                    | \$ 324,935    | \$ —          |
| Long-term debt obligations <sup>(1)</sup>                | 14,661,552              | 13,917,702    | 13,905,822    |
| Cash and cash equivalents and restricted cash            | (722,292)               | (346,755)     | (2,021,043)   |
| Total net debt   | 13,939,260              | 13,895,882    | 11,884,779    |
| Total equity and noncontrolling interests <sup>(2)</sup> | 21,393,996              | 18,997,873    | 17,225,062    |
| Book capitalization                                      | \$ 35,333,256           | \$ 32,893,755 | \$ 29,109,841 |
| Net debt to book capitalization ratio                    | 39.5 %                  | 42.2 %        | 40.8 %        |
| <b>Undepreciated book capitalization:</b>                |                         |               |               |
| Total net debt   | \$ 13,939,260           | \$ 13,895,882 | \$ 11,884,779 |
| Accumulated depreciation and amortization                | 8,075,733               | 6,910,114     | 6,104,297     |
| Total equity and noncontrolling interests <sup>(2)</sup> | 21,393,996              | 18,997,873    | 17,225,062    |
| Undepreciated book capitalization                        | \$ 43,408,989           | \$ 39,803,869 | \$ 35,214,138 |
| Net debt to undepreciated book capitalization ratio      | 32.1 %                  | 34.9 %        | 33.8 %        |
| <b>Market capitalization:</b>                            |                         |               |               |
| Common shares outstanding                                | 490,509                 | 447,239       | 417,401       |
| Period end share price                                   | \$ 65.55                | \$ 85.77      | \$ 64.62      |
| Common equity market capitalization                      | \$ 32,152,865           | \$ 38,359,689 | \$ 26,972,453 |
| Total net debt   | 13,939,260              | 13,895,882    | 11,884,779    |
| Noncontrolling interests <sup>(2)</sup>                  | 1,099,182               | 1,361,872     | 1,252,343     |
| Market capitalization:                                   | \$ 47,191,307           | \$ 53,617,443 | \$ 40,109,575 |
| Net debt to market capitalization ratio                  | 29.5 %                  | 25.9 %        | 29.6 %        |

<sup>(1)</sup> 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.

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

### Critical Accounting Policies & Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP, which requires us to make estimates and assumptions. Management considers an accounting estimate or assumption critical if:

- the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change; and
- the impact of the estimates and assumptions on financial condition or operating performance is material.

Management has discussed the development and selection of its critical accounting policies and estimates with the Audit Committee of the Board of Directors. Management believes the current assumptions and other considerations used to estimate amounts reflected in our consolidated financial statements are appropriate and are not reasonably likely to change in the future. However, since these estimates require assumptions to be made that were uncertain at the time the estimate was made, they bear the risk of change. If actual experience differs from the assumptions and other considerations used in estimating amounts reflected in our consolidated financial statements, the resulting changes could have a material adverse effect on our consolidated results of operations, liquidity and/or financial condition. Please refer to Note 2 to our consolidated financial statements for further information on significant accounting policies that impact us and for the impact of new accounting standards, including accounting pronouncements that were issued but not yet adopted by us.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following table presents information about our critical accounting policies and estimates:

| Nature of Critical Accounting Estimate  | Assumptions/Approach Used  |
|---|--|
| <p><u>Impairment of Real Property</u></p> <p>Assessing impairment of real property involves subjectivity in determining if indicators of impairment are present and in estimating the future undiscounted cash flows or estimated fair value of an asset. In estimating the undiscounted cash flows or fair value, key assumptions that would be made are the estimation of future rental revenues, operating expenses, capitalization rates and the ability and intent to hold the respective asset, all of which are affected by our expectations of future market or economic conditions. These estimates can have a significant impact on the undiscounted cash flows or estimated fair value of an asset.</p>  | <p>Quarterly, we evaluate our real estate investments on a property by property basis to determine if there are indicators of impairment. These indicators may include expected operational performance, the tenant's ability to make rent payments, a decision to dispose of an asset before the end of its estimated useful life and changes in the market that may permanently reduce the value of the property. If indicators of impairment exist, an undiscounted cash flow analysis will be prepared to determine if the value of the real property will be recoverable. If the real property will not be recoverable, the carrying value of the property is reduce to its estimated fair value and an impairment charge is recognized for the difference between the carrying value and the fair value. This analysis requires us to use judgment in determining whether indicators of impairment exist and to estimate the expected future undiscounted cash flows or estimated fair values of the property. Properties that meet the held for sale criteria are recorded at the lesser of the fair value less costs to sell or carrying value.</p> <p>At December 31, 2022, our net real property owned was approximately \$32,925,033,000. During the year ended December 31, 2022, we recorded impairment charges of \$13,146,000 related to one Seniors Housing Operating property which was classified as held for sale for which the carrying values exceeded the fair values less costs to sell. Additionally, we recorded \$4,356,000 of impairment charges related to two Triple-net properties and one Outpatient Medical property that were held for use in which the carrying values exceeded the estimated fair values.</p> |
| <p><u>Real Estate Acquisitions</u></p> <p>We believe that substantially all of our real estate acquisitions are considered asset acquisitions for which we record the related real estate acquired (tangible assets and identifiable intangible assets and liabilities) at cost on a relative fair value basis. Liabilities assumed and any associated noncontrolling interests are reflected at fair value. Tangible assets consist primarily of land, building and improvements. Identifiable intangible assets and liabilities primarily consist of the above or below market component of in-place leases and the value of in-place leases. The total amount of other intangible assets acquired is further allocated to in-place lease values and customer relationship values based on management's evaluation of the specific characteristics of each tenant's lease and our overall relationship with respect to that tenant.</p> | <p>The allocation of the purchase price to the related real estate acquired (tangible assets and intangible assets and liabilities) involves subjectivity as such allocations are based on a relative fair value analysis. In determining the fair values that drive such analysis, we estimate the fair value of each component of the real estate acquired which generally includes land, buildings and improvements, the above or below market component of in-place leases and the value of in-place leases. Significant assumptions used to determine such fair values include comparable land sales, capitalization rates, discount rates, market rental rates and property operating data, all of which can be impacted by expectations about future market or economic conditions. Our estimates of the values of these components affect the amount of depreciation and amortization we record over the estimated useful life of the property or the term of the lease.</p> <p>During the year ended December 31, 2022, we completed \$2,306,020,000 of real estate acquisitions. These transactions were accounted for as asset acquisitions and the purchase price of each was allocated based on the relative fair values of the assets acquired and liabilities assumed.</p>  |



**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

| <p align="center"><b>Nature of Critical Accounting Estimate</b></p>   | <p align="center"><b>Assumptions/Approach Used</b></p>  |
|---|---|
| <p><u>Principles of Consolidation</u></p> <p>The consolidated financial statements include our accounts, the accounts of our wholly-owned subsidiaries, and the accounts of joint venture entities in which we own a majority voting interest with the ability to control operations and where no substantive participating rights or substantive kick out rights have been granted to the noncontrolling interests. In addition, we consolidate those entities deemed to be variable interest entities (“VIEs”) in which we are determined to be the primary beneficiary. All material intercompany transactions and balances have been eliminated in consolidation.</p> | <p>We make judgments about which entities are VIEs based on an assessment of whether (i) the equity investors as a group, if any, do not have a controlling financial interest, or (ii) the equity investment at risk is insufficient to finance that entity’s activities without additional subordinated financial support. We make judgments with respect to our level of influence or control of an entity and whether we are (or are not) the primary beneficiary of a VIE. Consideration of various factors include, but is not limited to, our ability to direct the activities that most significantly impact the entity’s economic performance, our form of ownership interest, our representation on the entity’s governing body, the size and seniority of our investment, our ability and the rights of other investors to participate in policy making decisions, replace the manager and/or liquidate the entity, if applicable. Our ability to correctly assess our influence or control over an entity at inception of our involvement or on a continuous basis when determining the primary beneficiary of a VIE affects the presentation of these entities in our consolidated financial statements. If we perform a primary beneficiary analysis at a date other than at inception of the VIE, our assumptions may be different and may result in the identification of a different primary beneficiary.</p>  |
| <p><u>Allowance for Credit Losses on Loans Receivable</u></p> <p>The allowance for credit losses is maintained at a level believed adequate to absorb potential losses in our loans receivable. The determination of the credit allowance is based on a quarterly evaluation of all outstanding loans, including general economic conditions and estimated collectability of loan payments.</p>   | <p>The determination of the allowance for credit losses is based on a quarterly evaluation of all outstanding loans, including general economic conditions and estimated collectability of loan payments. We evaluate the collectability of our loans receivable based on a combination of factors, including, but not limited to, payment status, historical loan charge-offs, financial strength of the borrower and guarantors, and nature, extent and value of the underlying collateral. A loan is considered to have deteriorated credit quality when, based on current information and events, it is probable that we will be unable to collect all amounts due as scheduled according to the contractual terms of the loan agreement. For those loans we identified as having deteriorated credit quality, we determine the amount of credit loss on an individual basis. Placement on non-accrual status may be required. Consistent with this definition, all loans on non-accrual are deemed to have deteriorated credit quality. To the extent circumstances improve and the risk of collectability is diminished, we may return these loans to income accrual status. While a loan is on non-accrual status, any cash receipts are applied against the outstanding principal balance. For the remaining loans, we assess credit loss on a collective pool basis and use our historical loss experience for similar loans to determine the reserve for credit losses.</p> <p>During the year ended December 31, 2022, we recognized provision for loan losses of \$10,320,000, which includes a specific reserve for a Triple-net held to maturity debt security, offset by changes in the reserve based on our historical loss experience.</p> |

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risks, including the potential loss arising from adverse changes in interest rates and foreign currency exchange rates. We seek to mitigate the underlying foreign currency exposures with gains and losses on derivative contracts hedging these exposures. We seek to mitigate the effects of fluctuations in interest rates by matching the terms of new investments with new long-term fixed rate borrowings to the extent possible. We may or may not elect to use financial derivative instruments to hedge interest rate exposure. These decisions are principally based on our policy to match our variable rate investments with comparable borrowings, but are also based on the general trend in interest rates at the applicable dates and our perception of the future volatility of interest rates. This section is presented to provide a discussion of the risks associated with potential fluctuations in interest rates and foreign currency exchange rates. For more information, see Notes 12 and 17 to our consolidated financial statements.

We historically borrow on our unsecured revolving credit facility and commercial paper program to acquire, construct or make loans relating to health care and seniors housing properties. Then, as market conditions dictate, we will issue equity or long-term fixed rate debt to repay the borrowings under our unsecured revolving credit facility and commercial paper program. We are subject to risks associated with debt financing, including the risk that existing indebtedness may not be refinanced or that the terms of refinancing may not be as favorable as the terms of current indebtedness. The majority of our borrowings were completed under indentures or contractual agreements that limit the amount of indebtedness we may incur. Accordingly, in the event that we are unable to raise additional equity or borrow money because of these limitations, our ability to acquire additional properties may be limited.

A change in interest rates will not affect the interest expense associated with our fixed rate debt. Interest rate changes, however, will affect the fair value of our fixed rate debt. Changes in the interest rate environment upon maturity of this fixed rate debt could have an effect on our future cash flows and earnings, depending on whether the debt is replaced with other fixed rate debt, variable rate debt or equity or repaid by the sale of assets. To illustrate the impact of changes in the interest rate markets, we performed a sensitivity analysis on our fixed rate debt instruments after considering the effects of interest rate swaps, whereby we modeled the change in net present values arising from a hypothetical 1% increase in interest rates to determine the instruments' change in fair value. The following table summarizes the analysis performed as of the dates indicated (in thousands):

|                        | December 31, 2022    |                      | December 31, 2021    |                       |
|------------------------|----------------------|----------------------|----------------------|-----------------------|
|                        | Principal balance    | Change in fair value | Principal balance    | Change in fair value  |
| Senior unsecured notes | \$ 10,839,782        | \$ (488,159)         | \$ 11,002,297        | \$ (1,059,031)        |
| Secured debt           | 1,448,567            | (36,654)             | 1,490,708            | (44,222)              |
| Totals                 | <u>\$ 12,288,349</u> | <u>\$ (524,813)</u>  | <u>\$ 12,493,005</u> | <u>\$ (1,103,253)</u> |

Our variable rate debt, including our unsecured revolving credit facility and commercial paper program, is reflected at fair value. At December 31, 2022, we had \$2,426,134,000 outstanding related to our variable rate debt after considering the effects of interest rate swaps. Assuming no changes in outstanding balances, a 1% increase in interest rates would result in increased annual interest expense of \$24,261,000. At December 31, 2021, we had \$1,742,268,000 of outstanding variable rate debt. Assuming no changes in outstanding balances, a 1% increase in interest rates would have resulted in increased annual interest expense of \$17,423,000.

We are subject to currency fluctuations that may, from time to time, affect our financial condition and results of operations. Increases or decreases in the value of the Canadian Dollar or British Pounds Sterling relative to the U.S. Dollar impact the amount of net income we earn from our investments in Canada and the United Kingdom. Based solely on our results for the year ended December 31, 2022, including the impact of existing hedging arrangements, if these exchange rates were to increase or decrease by 10%, our net income from these investments would increase or decrease, as applicable, by less than \$8,000,000. We will continue to mitigate these underlying foreign currency exposures with non-U.S. denominated borrowings and gains and losses on derivative contracts. If we increase our international presence through investments in, or acquisitions or development of, seniors housing and health care properties outside the U.S., we may also decide to transact additional business or borrow funds in currencies other than U.S. Dollars, Canadian Dollars or British Pounds Sterling. To illustrate the impact of changes in foreign currency markets, we performed a sensitivity analysis on our derivative portfolio whereby we modeled the change in net present values arising from a hypothetical 1% increase in foreign currency exchange rates to determine the instruments' change in fair value. The following table summarizes the results of the analysis performed (dollars in thousands):

|                                     | December 31, 2022   |                      | December 31, 2021   |                      |
|-------------------------------------|---------------------|----------------------|---------------------|----------------------|
|                                     | Carrying value      | Change in fair value | Carrying value      | Change in fair value |
| Foreign currency exchange contracts | \$ 190,418          | \$ 14,238            | \$ 32,280           | \$ 19,740            |
| Debt designated as hedges           | 1,452,832           | 14,528               | 1,613,164           | 16,132               |
| Totals                              | <u>\$ 1,643,250</u> | <u>\$ 28,766</u>     | <u>\$ 1,645,444</u> | <u>\$ 35,872</u>     |

## **Item 8. Financial Statements and Supplementary Data**

### **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Welltower Inc.

#### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Welltower Inc. and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and financial statement schedules listed in the Index at Item 15(a) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021 and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 21, 2023 expressed an unqualified opinion thereon.

#### **Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

#### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

##### ***Impairment of Real Property***

###### *Description of the Matter*

At December 31, 2022, the Company’s net real property owned was approximately \$32.9 billion. As discussed in Note 2 to the consolidated financial statements, the Company reviews its real property quarterly on a property-by-property basis to determine if facts and circumstances suggest that the real property may be impaired. If the undiscounted cash flows indicate that the real property will not be recoverable, the carrying value of the real property is reduced to its estimated fair value and an impairment charge is recognized for the difference between the carrying value and the fair value.

Auditing the Company’s process to evaluate real property owned for impairment was complex due to the high degree of subjectivity in determining whether indicators of impairment were present for certain properties, and in determining the future undiscounted cash flows and estimated fair values, if necessary, of properties where indicators of impairment were determined to be present. In particular, the undiscounted cash flows and fair value estimates were sensitive to significant assumptions, including future rental revenues and operating expenses, capitalization rates, and anticipated hold period, which are affected by expectations about future market or economic conditions.

*How We Addressed the Matter in Our Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's process to evaluate real property owned for impairment. This included testing controls over the Company's review of impairment indicators by property and management's review and approval of the significant assumptions described above.

To test the Company's evaluation of real property for impairment, we performed audit procedures that included, among others, assessing the methodologies used by management, evaluating the significant assumptions discussed above and testing the completeness and accuracy of the underlying data used by the Company in its analyses. We compared the significant assumptions used by management to current industry and economic trends and evaluated whether changes to the Company's business and other relevant factors would affect the significant assumptions. In addition, we assessed the historical accuracy of the Company's estimates and performed sensitivity analyses of the significant assumptions to evaluate the changes in the undiscounted future cash flows and estimated fair values of the property that would result from changes in the significant assumptions.

***Real Estate Acquisitions***

*Description of the Matter*

During the year ended December 31, 2022, the Company completed approximately \$2.3 billion of real estate acquisitions. As disclosed in Note 3 of the consolidated financial statements, the total purchase price for all properties acquired has been allocated to the related real estate acquired (tangible assets and identifiable intangible assets and liabilities) based upon their relative fair values.

Auditing the fair values allocated by management to the real estate acquired was complex because the fair value estimates were sensitive to significant assumptions, including comparable land sales, capitalization rates, discount rates, market rental rates and property operating data, which can be impacted by expectations about future market or economic conditions.

*How We Addressed the Matter in Our Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's process to account for real estate acquisitions, including controls over the Company's review of the significant assumptions discussed above.

To test the fair values allocated to the real estate acquired, we performed audit procedures that included, among others, assessing the methodologies used by management and evaluating the significant assumptions used by the Company discussed above. We compared certain of management's assumptions to external market data for similar properties and tested the clerical accuracy of the valuation models. We involved our valuation specialist in our evaluation of the significant assumptions used by the Company and the review of the valuation models.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1970.  
Toledo, Ohio  
February 21, 2023

**CONSOLIDATED BALANCE SHEETS**  
**WELLTOWER INC. AND SUBSIDIARIES**

(in thousands)

|  | December 31, 2022    | December 31, 2021    |
|--|----------------------|----------------------|
| <b>Assets</b>  |                      |                      |
| Real estate investments:                                     |                      |                      |
| Real property owned:   |                      |                      |
| Land and land improvements                                   | \$ 4,249,834         | \$ 3,968,430         |
| Buildings and improvements                                   | 33,651,336           | 31,062,203           |
| Acquired lease intangibles                                   | 1,945,458            | 1,789,628            |
| Real property held for sale, net of accumulated depreciation | 133,058              | 134,097              |
| Construction in progress                                     | 1,021,080            | 651,389              |
| Less accumulated depreciation and amortization               | (8,075,733)          | (6,910,114)          |
| Net real property owned                                      | <u>32,925,033</u>    | <u>30,695,633</u>    |
| Right of use assets, net                                     | 323,942              | 522,796              |
| Real estate loans receivable, net of credit allowance        | 890,844              | 1,068,681            |
| Net real estate investments                                  | <u>34,139,819</u>    | <u>32,287,110</u>    |
| Other assets:  |                      |                      |
| Investments in unconsolidated entities                       | 1,499,790            | 1,039,043            |
| Goodwill   | 68,321               | 68,321               |
| Cash and cash equivalents                                    | 631,681              | 269,265              |
| Restricted cash  | 90,611               | 77,490               |
| Straight-line rent receivable                                | 322,173              | 365,643              |
| Receivables and other assets                                 | 1,140,838            | 803,453              |
| Total other assets   | <u>3,753,414</u>     | <u>2,623,215</u>     |
| Total assets   | <u>\$ 37,893,233</u> | <u>\$ 34,910,325</u> |
| <b>Liabilities and equity</b>                                |                      |                      |
| Liabilities:   |                      |                      |
| Unsecured credit facility and commercial paper               | \$ —                 | \$ 324,935           |
| Senior unsecured notes                                       | 12,437,273           | 11,613,758           |
| Secured debt   | 2,110,815            | 2,192,261            |
| Lease liabilities  | 415,824              | 545,944              |
| Accrued expenses and other liabilities                       | 1,535,325            | 1,235,554            |
| Total liabilities  | <u>16,499,237</u>    | <u>15,912,452</u>    |
| Redeemable noncontrolling interests                          | 384,443              | 401,294              |
| Equity:  |                      |                      |
| Common stock   | 491,919              | 448,605              |
| Capital in excess of par value                               | 26,742,750           | 23,133,641           |
| Treasury stock   | (111,001)            | (107,750)            |
| Cumulative net income  | 8,804,950            | 8,663,736            |
| Cumulative dividends   | (15,514,097)         | (14,380,915)         |
| Accumulated other comprehensive income (loss)                | (119,707)            | (121,316)            |
| Total Welltower Inc. stockholders' equity                    | <u>20,294,814</u>    | <u>17,636,001</u>    |
| Noncontrolling interests                                     | 714,739              | 960,578              |
| Total equity   | <u>21,009,553</u>    | <u>18,596,579</u>    |
| Total liabilities and equity                                 | <u>\$ 37,893,233</u> | <u>\$ 34,910,325</u> |

See accompanying notes

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**WELLTOWER INC. AND SUBSIDIARIES**

(In thousands, except per share data)

|   | Year Ended December 31, |                   |                   |
|---|-------------------------|-------------------|-------------------|
|   | 2022                    | 2021              | 2020              |
| Revenues:   |                         |                   |                   |
| Resident fees and services  | \$ 4,173,711            | \$ 3,197,223      | \$ 3,074,022      |
| Rental income   | 1,451,786               | 1,374,695         | 1,443,360         |
| Interest income   | 150,571                 | 137,563           | 69,156            |
| Other income  | 84,547                  | 32,634            | 19,429            |
| Total revenues  | <u>5,860,615</u>        | <u>4,742,115</u>  | <u>4,605,967</u>  |
| Expenses:   |                         |                   |                   |
| Property operating expenses   | 3,558,770               | 2,774,562         | 2,597,823         |
| Depreciation and amortization   | 1,310,368               | 1,037,566         | 1,038,437         |
| Interest expense  | 529,519                 | 489,853           | 514,388           |
| General and administrative expenses   | 150,390                 | 126,727           | 128,394           |
| Loss (gain) on derivatives and financial instruments, net                       | 8,334                   | (7,333)           | 11,049            |
| Loss (gain) on extinguishment of debt, net                                      | 680                     | 49,874            | 47,049            |
| Provision for loan losses, net  | 10,320                  | 7,270             | 94,436            |
| Impairment of assets  | 17,502                  | 51,107            | 135,608           |
| Other expenses  | 101,670                 | 41,739            | 70,335            |
| Total expenses  | <u>5,687,553</u>        | <u>4,571,365</u>  | <u>4,637,519</u>  |
| Income (loss) from continuing operations before income taxes and other items    | 173,062                 | 170,750           | (31,552)          |
| Income tax (expense) benefit  | (7,247)                 | (8,713)           | (9,968)           |
| Income (loss) from unconsolidated entities                                      | (21,290)                | (22,933)          | (8,083)           |
| Gain (loss) on real estate dispositions, net                                    | 16,043                  | 235,375           | 1,088,455         |
| Income (loss) from continuing operations  | <u>160,568</u>          | <u>374,479</u>    | <u>1,038,852</u>  |
| Net income  | 160,568                 | 374,479           | 1,038,852         |
| Less: Net income (loss) attributable to noncontrolling interests <sup>(1)</sup> | 19,354                  | 38,341            | 60,008            |
| Net income (loss) attributable to common stockholders                           | <u>\$ 141,214</u>       | <u>\$ 336,138</u> | <u>\$ 978,844</u> |
| Weighted average number of common shares outstanding:                           |                         |                   |                   |
| Basic   | 462,185                 | 424,976           | 415,451           |
| Diluted   | 465,158                 | 426,841           | 417,387           |
| Earnings per share:   |                         |                   |                   |
| Basic:  |                         |                   |                   |
| Income (loss) from continuing operations  | \$ 0.35                 | \$ 0.88           | \$ 2.50           |
| Net income (loss) attributable to common stockholders                           | \$ 0.31                 | \$ 0.79           | \$ 2.36           |
| Diluted:  |                         |                   |                   |
| Income (loss) from continuing operations  | \$ 0.35                 | \$ 0.88           | \$ 2.49           |
| Net income (loss) attributable to common stockholders <sup>(2)</sup>            | \$ 0.30                 | \$ 0.78           | \$ 2.33           |

(1) Includes amounts attributable to redeemable noncontrolling interests

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

See accompanying notes

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (CONTINUED)****WELLTOWER INC. AND SUBSIDIARIES**

(In thousands)

|   | Year Ended December 31, |            |              |
|---|-------------------------|------------|--------------|
|   | 2022                    | 2021       | 2020         |
| Net income  | \$ 160,568              | \$ 374,479 | \$ 1,038,852 |
| Other comprehensive income (loss):  |                         |            |              |
| Foreign currency translation gain (loss)  | (466,910)               | (52,826)   | 103,612      |
| Derivative and financial instruments designated as hedges gain (loss)                           | 442,620                 | 79,702     | (134,369)    |
| Total other comprehensive income (loss)   | (24,290)                | 26,876     | (30,757)     |
| Total comprehensive income (loss)   | 136,278                 | 401,355    | 1,008,095    |
| Less: Total comprehensive income (loss) attributable to noncontrolling interests <sup>(1)</sup> | (6,545)                 | 38,029     | 65,598       |
| Total comprehensive income (loss) attributable to common stockholders                           | \$ 142,823              | \$ 363,326 | \$ 942,497   |

(1) Includes amounts attributable to redeemable noncontrolling interests.

See accompanying notes

**CONSOLIDATED STATEMENTS OF EQUITY**  
**WELLTOWER INC. AND SUBSIDIARIES**

(in thousands)

|  | Common<br>Stock   | Capital in<br>Excess of Par<br>Value | Treasury<br>Stock   | Cumulative<br>Net Income | Cumulative<br>Dividends | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Noncontrolling<br>Interests | Total                |
|--|-------------------|--------------------------------------|---------------------|--------------------------|-------------------------|--|-----------------------------|----------------------|
| Balances at December 31, 2019  | \$ 411,005        | \$ 20,190,119                        | \$ (78,955)         | \$ 7,353,966             | \$ (12,223,534)         | \$ (112,157)   | \$ 966,183                  | \$ 16,506,627        |
| Cumulative change in accounting principle (Note 2)                           |                   |                                      |                     | (5,212)                  |                         |  |                             | (5,212)              |
| Balances at January 1, 2020 (as adjusted for change in accounting principle) | 411,005           | 20,190,119                           | (78,955)            | 7,348,754                | (12,223,534)            | (112,157)  | 966,183                     | 16,501,415           |
| Comprehensive income:  |                   |                                      |                     |                          |                         |  |                             |                      |
| Net income (loss)  |                   |                                      |                     | 978,844                  |                         |  | 98,910                      | 1,077,754            |
| Other comprehensive income (loss)  |                   |                                      |                     |                          |                         | (36,347)   | 5,493                       | (30,854)             |
| Total comprehensive income   |                   |                                      |                     |                          |                         |  |                             | 1,046,900            |
| Net change in noncontrolling interests                                       |                   | 18,158                               |                     |                          |                         |  | (161,733)                   | (143,575)            |
| Amounts related to stock incentive plans, net of forfeitures                 | 622               | 27,666                               | (17,879)            |                          |                         |  |                             | 10,409               |
| Net proceeds from issuance of common stock                                   | 7,064             | 587,202                              |                     |                          |                         |  |                             | 594,266              |
| Conversion of preferred stock  |                   |                                      | (7,656)             |                          |                         |  |                             | (7,656)              |
| Dividends paid:  |                   |                                      |                     |                          |                         |  |                             |                      |
| Common stock dividends   |                   |                                      |                     |                          | (1,120,187)             |  |                             | (1,120,187)          |
| Balances at December 31, 2020  | 418,691           | 20,823,145                           | (104,490)           | 8,327,598                | (13,343,721)            | (148,504)  | 908,853                     | 16,881,572           |
| Comprehensive income:  |                   |                                      |                     |                          |                         |  |                             |                      |
| Net income (loss)  |                   |                                      |                     | 336,138                  |                         |  | 36,795                      | 372,933              |
| Other comprehensive income (loss)  |                   |                                      |                     |                          |                         | 27,188   | (366)                       | 26,822               |
| Total comprehensive income   |                   |                                      |                     |                          |                         |  |                             | 399,755              |
| Net change in noncontrolling interests                                       |                   | (23,743)                             |                     |                          |                         |  | 15,296                      | (8,447)              |
| Amounts related to stock incentive plans, net of forfeitures                 | 246               | 18,087                               | (3,260)             |                          |                         |  |                             | 15,073               |
| Net proceeds from issuance of common stock                                   | 29,668            | 2,316,152                            |                     |                          |                         |  |                             | 2,345,820            |
| Dividends paid:  |                   |                                      |                     |                          |                         |  |                             |                      |
| Common stock dividends   |                   |                                      |                     |                          | (1,037,194)             |  |                             | (1,037,194)          |
| Balances at December 31, 2021  | 448,605           | 23,133,641                           | (107,750)           | 8,663,736                | (14,380,915)            | (121,316)  | 960,578                     | 18,596,579           |
| Comprehensive income:  |                   |                                      |                     |                          |                         |  |                             |                      |
| Net income (loss)  |                   |                                      |                     | 141,214                  |                         |  | 36,151                      | 177,365              |
| Other comprehensive income (loss)  |                   |                                      |                     |                          |                         | 1,609  | (24,161)                    | (22,552)             |
| Total comprehensive income   |                   |                                      |                     |                          |                         |  |                             | 154,813              |
| Net change in noncontrolling interests                                       |                   | (88,756)                             |                     |                          |                         |  | (210,974)                   | (299,730)            |
| Adjustment to members' interest from change in ownership in Welltower OP     |                   | 46,649                               |                     |                          |                         |  | (46,649)                    | —                    |
| Redemption of OP Units and DownREIT Units                                    | 5                 | 1,464                                |                     |                          |                         |  | (206)                       | 1,263                |
| Amounts related to stock incentive plans, net of forfeitures                 | 214               | 27,018                               | (3,251)             |                          |                         |  |                             | 23,981               |
| Net proceeds from issuance of common stock                                   | 43,095            | 3,622,734                            |                     |                          |                         |  |                             | 3,665,829            |
| Dividends paid:  |                   |                                      |                     |                          |                         |  |                             |                      |
| Common stock dividends   |                   |                                      |                     |                          | (1,133,182)             |  |                             | (1,133,182)          |
| Balances at December 31, 2022  | <u>\$ 491,919</u> | <u>\$ 26,742,750</u>                 | <u>\$ (111,001)</u> | <u>\$ 8,804,950</u>      | <u>\$ (15,514,097)</u>  | <u>\$ (119,707)</u>                                    | <u>\$ 714,739</u>           | <u>\$ 21,009,553</u> |

See accompanying notes



**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**WELLTOWER INC. AND SUBSIDIARIES**

(in thousands)

|   | Year Ended December 31, |                    |                     |
|---|-------------------------|--------------------|---------------------|
|   | 2022                    | 2021               | 2020                |
| Operating activities:   |                         |                    |                     |
| Net income  | \$ 160,568              | \$ 374,479         | \$ 1,038,852        |
| Adjustments to reconcile net income to net cash provided from (used in) operating activities: |                         |                    |                     |
| Depreciation and amortization   | 1,310,368               | 1,037,566          | 1,038,437           |
| Other amortization expenses   | 28,234                  | 19,148             | 13,213              |
| Provision for loan losses   | 10,320                  | 7,270              | 94,436              |
| Impairment of assets  | 17,502                  | 51,107             | 135,608             |
| Stock-based compensation expense  | 26,149                  | 17,812             | 28,318              |
| Loss (gain) on derivatives and financial instruments, net                                     | 8,334                   | (7,333)            | 11,049              |
| Loss (gain) on extinguishment of debt, net  | 680                     | 49,874             | 47,049              |
| Loss (income) from unconsolidated entities  | 21,290                  | 22,933             | 8,083               |
| Rental income less than (in excess of) cash received  | (108,883)               | (30,820)           | 60,254              |
| Amortization related to above (below) market leases, net                                      | (1,693)                 | (3,536)            | (1,870)             |
| Loss (gain) on real estate dispositions, net  | (16,043)                | (235,375)          | (1,088,455)         |
| Distributions by unconsolidated entities  | 12,462                  | 16,763             | 11,601              |
| Increase (decrease) in accrued expenses and other liabilities                                 | 50,857                  | 77,554             | 22,764              |
| Decrease (increase) in receivables and other assets   | (191,437)               | (122,117)          | (54,583)            |
| Net cash provided from (used in) operating activities   | <u>1,328,708</u>        | <u>1,275,325</u>   | <u>1,364,756</u>    |
| Investing activities:   |                         |                    |                     |
| Cash disbursed for acquisitions, net of cash acquired   | (2,306,020)             | (4,084,174)        | (903,756)           |
| Cash disbursed for capital improvements to existing properties                                | (476,016)               | (282,588)          | (244,989)           |
| Cash disbursed for construction in progress   | (631,737)               | (417,963)          | (201,336)           |
| Capitalized interest  | (30,491)                | (19,352)           | (17,472)            |
| Investment in loans receivable  | (156,045)               | (997,449)          | (247,543)           |
| Principal collected on loans receivable   | 196,310                 | 343,260            | 31,548              |
| Other investments, net of payments  | (98,459)                | (26,595)           | 7,726               |
| Contributions to unconsolidated entities  | (502,171)               | (396,020)          | (411,154)           |
| Distributions by unconsolidated entities  | 37,571                  | 286,772            | 48,195              |
| Proceeds from (payments on) derivatives   | 63,747                  | 7,519              | (13,319)            |
| Proceeds from sales of real property  | 199,496                 | 1,070,322          | 4,300,028           |
| Net cash provided from (used in) investing activities   | <u>(3,703,815)</u>      | <u>(4,516,268)</u> | <u>2,347,928</u>    |
| Financing activities:   |                         |                    |                     |
| Net increase (decrease) under unsecured credit facility and commercial paper                  | (324,935)               | 324,935            | (1,587,597)         |
| Proceeds from issuance of senior unsecured notes  | 1,040,232               | 1,703,626          | 1,588,549           |
| Payments to extinguish senior unsecured notes   | —                       | (1,533,752)        | (566,248)           |
| Net proceeds from the issuance of secured debt  | 113,183                 | 23,569             | 62,055              |
| Payments on secured debt  | (457,180)               | (197,618)          | (694,995)           |
| Net proceeds from the issuance of common stock  | 3,667,854               | 2,348,201          | 595,313             |
| Repurchase of common stock  | —                       | —                  | (7,656)             |
| Payments for deferred financing costs and prepayment penalties                                | (5,062)                 | (73,735)           | (39,087)            |
| Contributions by noncontrolling interests <sup>(1)</sup>                                      | 138,656                 | 156,318            | 44,023              |
| Distributions to noncontrolling interests <sup>(1)</sup>                                      | (272,414)               | (138,756)          | (333,489)           |
| Cash distributions to stockholders  | (1,131,527)             | (1,035,906)        | (1,119,232)         |
| Other financing activities  | (7,530)                 | (9,218)            | (22,494)            |
| Net cash provided from (used in) financing activities   | <u>2,761,277</u>        | <u>1,567,664</u>   | <u>(2,080,858)</u>  |
| Effect of foreign currency translation on cash and cash equivalents and restricted cash       | (10,633)                | (1,009)            | 3,451               |
| Increase (decrease) in cash, cash equivalents and restricted cash                             | 375,537                 | (1,674,288)        | 1,635,277           |
| Cash, cash equivalents and restricted cash at beginning of period                             | 346,755                 | 2,021,043          | 385,766             |
| Cash, cash equivalents and restricted cash at end of period                                   | <u>\$ 722,292</u>       | <u>\$ 346,755</u>  | <u>\$ 2,021,043</u> |
| Supplemental cash flow information:   |                         |                    |                     |
| Interest paid   | \$ 531,672              | \$ 492,742         | \$ 508,454          |
| Income taxes paid (received)  | 3,435                   | (4,812)            | 13,671              |

(1) Includes amounts attributable to redeemable noncontrolling interests.

See accompanying notes.

**WELLTOWER INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Business**

Welltower Inc., an S&P 500 company headquartered in Toledo, Ohio, is driving the transformation of health care infrastructure. We invest with leading seniors housing operators, post-acute providers and health systems to fund the real estate and infrastructure needed to scale innovative care delivery models and improve people's wellness and overall health care experience. Welltower Inc., a real estate investment trust ("REIT"), owns interests in properties concentrated in major, high-growth markets in the United States ("U.S."), Canada and the United Kingdom ("U.K."), consisting of seniors housing and post-acute communities and outpatient medical properties.

As of May 24, 2022, we are structured as an umbrella partnership REIT under which substantially all of our business is conducted through Welltower OP LLC, the day-to-day management of which is exclusively controlled by Welltower Inc. For additional information on the UPREIT reorganization, please see our Current Reports on Form 8-K filed with the SEC on March 7, 2022, April 1, 2022 and May 25, 2022. Unless stated otherwise or the context otherwise requires, references to "Welltower" mean Welltower Inc. and references to "Welltower OP" mean Welltower OP LLC. References to "we," "us" and "our" mean collectively Welltower, Welltower OP and those entities/subsidiaries owned or controlled by Welltower and/or Welltower OP. Welltower's weighted average ownership in Welltower OP was 99.855% during the period ended December 31, 2022. As of December 31, 2022, Welltower owned 99.751% of the issued and outstanding units of Welltower OP, with other investors owning the remaining 0.249% of outstanding units. We adjust the noncontrolling members' interest at the end of each period to reflect their interest in the net assets of Welltower OP.

**2. Accounting Policies and Related Matters**

*Use of Estimates*

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

*Principles of Consolidation*

The consolidated financial statements include the accounts of our wholly-owned subsidiaries and joint venture entities that we control, through voting rights or other means. All material intercompany transactions and balances have been eliminated in consolidation. At inception of transactions, we identify entities for which control is achieved through means other than voting rights ("variable interest entities" or "VIEs") and determine which business enterprise is the primary beneficiary of its operations. A VIE is broadly defined as an entity where either (i) the equity investors as a group, if any, do not have a controlling financial interest, or (ii) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support. We consolidate investments in VIEs when we are determined to be the primary beneficiary. Accounting Standards Codification Topic 810, Consolidations ("ASC 810"), requires enterprises to perform a qualitative approach to determining whether or not a VIE will need to be consolidated. This evaluation is based on an enterprise's ability to direct and influence the activities of a VIE that most significantly impact that entity's economic performance and the rights held by limited partners or non-managing members.

*Revenue Recognition*

For our Triple-net and Outpatient Medical segments, a significant source of our revenue is generated through leasing arrangements and accounted for under ASC 842, Leases ("ASC 842"). Leases with fixed annual rental escalators are generally recognized on a straight-line basis over the initial lease period, subject to a collectability assessment. Rental income related to leases with contingent rental escalators is generally recorded based on the contractual cash rental payments due for the period. Leases in our Outpatient Medical portfolio typically include some form of operating expense reimbursement by the tenant. Certain payments made to operators are treated as lease incentives and amortized as a reduction of revenue over the lease term.

For our Seniors Housing Operating segment, revenue from resident fees and services is predominantly service-based, and generally is recognized monthly as services are provided under ASC 606, Revenue from Contracts with Customers. Agreements with residents generally have varying terms and are cancellable by the resident with 30 days' notice. Within that reportable segment, we also recognize revenue from residential seniors apartment leases in accordance with ASC 842. Management contracts are present in some of our joint venture agreements to provide asset and property management, leasing, marketing and other services and are recognized monthly as services are provided.

Our Seniors Housing Operating segment also contains continuing care retirement communities, which operate as entrance fee communities. The entrance fee communities offer different contracts which vary in terms of how much of the entrance fee is considered to be refundable upon move-out, temporarily refundable until a period of time has passed, or nonrefundable. Refundable entrance fees are recorded as a payable within the accrued expenses and other liabilities line item of our Consolidated Balance Sheets. Nonrefundable entrance fees are recorded as deferred revenue within the same line item and are recognized into revenue over the estimated remaining stay of the resident. We use a third party actuarial expert to determine the estimated remaining stay of each resident based on demographic data.

**WELLTOWER INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Interest income on loans is recognized as earned based upon the principal amount outstanding, subject to an evaluation of collectability risk.

We recognize gains on the disposition of real estate when control transfers to the buyer, generally when consideration and title are exchanged and the risks and rewards of ownership transfer. We recognize losses from dispositions of real estate when known.

*Cash and Cash Equivalents*

Cash and cash equivalents consist of all highly liquid investments with an original maturity of three months or less.

*Restricted Cash*

Restricted cash primarily consists of amounts held by lenders to provide future payments for real estate taxes, insurance, tenant and capital improvements, amounts held in escrow relating to transactions we are entitled to receive over a period of time as outlined in the escrow agreement and net proceeds from property sales that were executed as tax-deferred dispositions under Internal Revenue Code ("IRC") Section 1031.

*Deferred Loan Expenses*

Deferred loan expenses are costs incurred by us in connection with the issuance, assumption and amendments of debt arrangements. Deferred loan expenses related to debt instruments, excluding the primary unsecured credit facility, are recorded as a reduction of the related debt liability. Deferred loan expenses related to the primary unsecured credit facility are included in receivables and other assets. We amortize these costs over the term of the debt using the straight-line method, which approximates the effective interest method.

*Investments in Unconsolidated Entities*

Investments in entities that we do not consolidate but have the ability to exercise significant influence over operating and financial policies are reported under the equity method of accounting. Under the equity method, our share of the investee's earnings or losses is included in our consolidated results of operations. The initial carrying value of investments in unconsolidated entities is based on the amount paid to purchase the entity interest inclusive of transaction costs. To the extent that our cost basis is different from the basis reflected at the entity level, the basis difference is generally amortized over the lives of the related assets and liabilities, and such amortization is included in our share of equity in earnings of the entity. For earnings of equity method investments with pro rata distribution allocations, net income or loss is allocated between the partners in the joint venture based upon their respective stated ownership. In other instances, net income or loss may be allocated between the partners in the joint venture based on the hypothetical liquidation at book value method ("HLBV method"). Under the HLBV method, we recognize income and loss in each period based on the change in liquidation proceeds we would receive from a hypothetical liquidation of the underlying investment at book value.

We evaluate our equity method investments for impairment based upon a comparison of the estimated fair value of the equity method investment to its carrying value. When we determine a decline in the estimated fair value of such an investment below its carrying value is other-than-temporary, an impairment is recorded.

*Equity Securities*

Equity securities are measured at fair value with gains and losses recognized in loss (gain) on derivatives and financial instruments, net in the Consolidated Statements of Comprehensive Income.

*Welltower OP Noncontrolling Interests*

Members of Welltower OP other than Welltower have the right under the limited liability company agreement to redeem their Class A Common Units ("OP Units") for shares of Welltower common stock or cash, at Welltower's sole discretion, as the initial member. Accordingly, we classify the non-Welltower OP Units held by such other members in permanent equity because Welltower may elect to issue shares of Welltower common stock to the non-Welltower members who choose to redeem their OP Units rather than using cash.

*Redeemable Noncontrolling Interests*

Certain noncontrolling interests are redeemable at fair value. Accordingly, we record the carrying amount of the noncontrolling interests at the greater of (i) the initial carrying amount, increased or decreased for the noncontrolling interest's share of net income or loss and its share of other comprehensive income or loss, and dividends or (ii) the redemption value. If the interests are redeemable in the future, we accrete the carrying value to the redemption value over the period until expected redemption, currently a weighted-average period of approximately four years. In accordance with ASC 810, the redeemable noncontrolling interests are classified outside of permanent equity, as a mezzanine item, on the balance sheet. At December 31, 2022, the current redemption value of redeemable noncontrolling interests exceeded the carrying value of \$384,443,000 by \$65,575,000.

**WELLTOWER INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We entered into certain DownREIT partnerships which give a real estate seller the ability to exchange its property on a tax deferred basis for equity membership interests (“DownREIT Units”). The DownREIT Units may be redeemed any time following the first anniversary of the date of issuance at the election of the holders for one share of our common stock per unit or, at our option, cash.

*Real Property Owned*

Real estate acquisitions are generally classified as asset acquisitions for which we record tangible assets and identifiable intangible assets and liabilities at cost on a relative fair value basis. Liabilities assumed and any associated noncontrolling interests are reflected at fair value. Tangible assets primarily consist of land, buildings and improvements.

Identifiable intangible assets and liabilities consist primarily of the above or below market component of in-place leases and the value associated with the presence of in-place leases. The value allocable to the above or below market component of the acquired in-place lease is determined based upon the present value (using a discount rate which reflects the risks associated with the acquired leases) of the difference between (i) the contractual amounts to be paid pursuant to the lease over its remaining term, and (ii) management’s estimate of the amounts that would be paid using fair market rates over the remaining term of the lease. The amounts allocated to above market leases are included in acquired lease intangibles and below market leases are included in other liabilities on the balance sheet and are amortized to rental income over the remaining terms of the respective leases or lease-up period.

The total amount of other intangible assets acquired is further allocated to in-place lease values and customer relationship values for in-place tenants based on management’s evaluation of the specific characteristics of each tenant’s lease and our overall relationship with that respective tenant. Characteristics considered by management in allocating these values include the nature and extent of our existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant’s credit quality and expectations of lease renewals, among other factors. The total amount of other intangible assets acquired is further allocated to in-place lease values for in-place residents with such value representing (i) value associated with lost revenue related to tenant reimbursable operating costs that would be incurred in an assumed re-leasing period, and (ii) value associated with lost rental revenue from existing leases during an assumed re-leasing period. This intangible asset is amortized over the remaining life of the lease or the assumed re-leasing period.

Real property developed by us is recorded at cost, including the capitalization of construction period interest. These properties are depreciated on a straight-line basis over their estimated useful lives which range from 15 to 40 years for buildings and 5 to 15 years for improvements. We consider costs incurred in conjunction with re-leasing properties, including tenant improvements and lease commissions, to represent the acquisition of productive assets and, accordingly, such costs are reflected as investment activities in our Consolidated Statement of Cash Flows.

The net book value of long-lived assets is reviewed quarterly on a property by property basis to determine if facts and circumstances suggest that the assets may be impaired or that the depreciable life may need to be changed. We consider external factors relating to each asset and the existence of a master lease which may link the cash flows of an individual asset to a larger portfolio of assets leased to the same tenant. If these factors and the projected undiscounted cash flows of the assets over the remaining depreciation period indicate that the assets will not be recoverable, the carrying value is reduced to the estimated fair market value. In addition, we are exposed to the risks inherent in concentrating investments in real estate, and in particular, the seniors housing and health care industries. A downturn in the real estate industry could adversely affect the value of our properties and our ability to sell properties for a price or on terms acceptable to us. Additionally, properties that meet the held for sale criteria are recorded at the lesser of fair value less costs to sell or the carrying value.

Expenditures for repairs and maintenance are expensed as incurred.

*Capitalization of Construction Period Interest*

We capitalize interest costs associated with funds used for the construction of properties owned by us. The amount capitalized is based upon the balance outstanding during the construction period using the rate of interest which approximates our company-wide cost of financing. Our interest expense reflected in the Consolidated Statements of Comprehensive Income has been reduced by the amounts capitalized.

*Loans Receivable*

Loans receivable are recorded on our Consolidated Balance Sheets in real estate loans receivable, net of credit allowance, or for non-real estate loans receivable, in receivables and other assets. Real estate loans receivable consists of mortgage loans and other real estate loans which are primarily collateralized by a first, second or third mortgage lien, a leasehold mortgage on, or an assignment or pledge of the partnership interest in, the related properties, corporate guarantees and/or personal guarantees. Non-real estate loans are generally corporate loans with no real estate backing. Interest income on loans is recognized as earned based upon the principal amount outstanding subject to an evaluation of the risk of credit loss.

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*In Substance Real Estate Investments*

We provide loans to third parties for the acquisition, development and construction of real estate. Under these arrangements, it is possible that we will participate in the expected residual profits of the project through the sale, refinancing or acquisition of the property. We evaluate the characteristics of each arrangement, including its risks and rewards, to determine whether they are more similar to those associated with a loan or an investment in real estate. Arrangements with characteristics implying loan classification are presented as real estate loans receivable and result in the recognition of interest income. Arrangements with characteristics implying real estate joint ventures are treated as in substance real estate investments and presented as investments in unconsolidated entities and are accounted for using the equity method. The classification of each arrangement as either a real estate loan receivable or investment in unconsolidated entity involves judgment and relies on various factors, including market conditions, amount and timing of expected residual profits, credit enhancements in the form of guarantees, estimated fair value of the collateral, and significance of borrower equity in the project, among others. The classification of such arrangements is performed at inception, and periodically reassessed when significant changes occur in the circumstances or conditions described above.

*Allowance for Credit Losses on Loans Receivable*

The allowance for credit losses on loans receivable is maintained at a level believed adequate to absorb potential losses in our loans receivable. The determination of the credit allowance is based on a quarterly evaluation of all outstanding loans, including general economic conditions and estimated collectability of loan payments. We evaluate the collectability of our loans receivable based on a combination of credit quality indicators, including, but not limited to, payment status, historical loan charge-offs, financial strength of the borrower and guarantors, and nature, extent, and value of the underlying collateral. A loan is considered to have deteriorated credit quality when, based on current information and events, it is probable that we will be unable to collect all amounts due as scheduled according to the contractual terms of the loan agreement. For those loans we identified as having deteriorated credit quality, we determine the amount of credit loss on an individual basis. Placement on non-accrual status may be required. Consistent with this definition, all loans on non-accrual status are deemed to have deteriorated credit quality. To the extent circumstances improve and the risk of collectability is diminished, we may return these loans to income accrual status. While a loan is on non-accrual status, any cash receipts are applied against the outstanding principal balance. For the remaining loans we assess credit loss on a collective pool basis and use our historical loss experience for similar loans to determine the reserve for credit losses.

*Goodwill*

Goodwill is tested annually for impairment and is tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount, including goodwill, exceeds the reporting unit's fair value and the implied fair value of goodwill is less than the carrying amount of that goodwill. We have not had any goodwill impairments.

*Fair Value of Derivative Instruments*

Derivatives are recorded at fair value on the balance sheet as assets or liabilities. The valuation of derivative instruments requires us to make estimates and judgments that affect the fair value of the instruments. Fair values of our derivatives are estimated by pricing models that consider the forward yield curves and discount rates. The fair value of our forward exchange contracts are estimated by pricing models that consider foreign currency spot rates, forward trade rates and discount rates. Such amounts and the recognition of such amounts are subject to estimates that may change in the future. See Note 12 for additional information.

*Accrued Expenses and Other Liabilities*

Accrued expenses and other liabilities consist of the following (in thousands):

|                        | Year Ended December 31, |              |
|------------------------|-------------------------|--------------|
|                        | 2022                    | 2021         |
| Unearned revenue       | \$ 432,941              | \$ 335,891   |
| Other liabilities      | 311,506                 | 180,663      |
| Accounts payable       | 216,732                 | 174,798      |
| Taxes payable          | 144,021                 | 117,013      |
| Other accrued expenses | 135,944                 | 135,042      |
| Accrued payroll        | 120,713                 | 141,694      |
| Accrued interest       | 117,741                 | 111,157      |
| Derivative liabilities | 55,727                  | 39,296       |
| Total                  | \$ 1,535,325            | \$ 1,235,554 |

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*Federal Income Tax*

We have elected to be treated as a REIT under the applicable provisions of the IRC, commencing with our first taxable year, and made no provision for U.S. federal income tax purposes prior to our acquisition of our taxable REIT subsidiaries (“TRSs”). As a result of these, as well as subsequent acquisitions, we now record income tax expense or benefit with respect to certain of our entities that are taxed as TRSs under provisions similar to those applicable to regular corporations and not under the REIT provisions. We account for deferred income taxes using the asset and liability method and recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been included in our consolidated financial statements or tax returns. Under this method, we determine deferred tax assets and liabilities based on the differences between the financial reporting and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Any increase or decrease in the deferred tax liability that results from a change in circumstances, and that causes a change in our judgment about expected future tax consequences of events, is included in the tax provision when such changes occur. Deferred income taxes also reflect the impact of operating loss and tax credit carryforwards. A valuation allowance is provided if we believe it is more likely than not that all or some portion of the deferred tax asset will not be realized. Any increase or decrease in the valuation allowance that results from a change in circumstances, and that causes a change in our judgment about the realizability of the related deferred tax asset, is included in the tax provision when such changes occur. See Note 19 for additional information.

*Foreign Currency*

Certain of our subsidiaries’ functional currencies are the local currencies of their respective countries. We translate the results of operations of our foreign subsidiaries into U.S. Dollars using average rates of exchange in effect during the period, and we translate balance sheet accounts using exchange rates in effect at the end of the period. We record resulting currency translation adjustments in accumulated other comprehensive income, a component of stockholders’ equity, on our Consolidated Balance Sheets.

*Earnings Per Share*

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted-average number of shares outstanding for the period adjusted for non-vested shares of restricted stock. The computation of diluted earnings per share is similar to basic earnings per share, except that the number of shares is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares had been issued. Additionally, net income (loss) allocated to OP Units and DownREIT Units (discussed above) has been included in the numerator and redeemable common stock related to the OP Units and DownREIT Units have been included in the denominator for the purpose of computing diluted earnings per share.

*Reclassifications*

Certain amounts in prior years have been reclassified to conform to current year presentation.

*Impact of COVID-19 Pandemic & Government Assistance*

The extent to which the COVID-19 pandemic impacts our operations and those of our operators and tenants will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the pandemic, the actions taken to contain the pandemic or mitigate its impact, the direct and indirect economic effects of the pandemic and containment measures, the impact of new variants, the effectiveness of vaccines, and the overall pace of recovery, among others. The COVID-19 pandemic could have material and adverse effects on our financial condition, results of operations and cash flows in the future.

Our Seniors Housing Operating revenues are dependent on occupancy. As of December 31, 2022, nearly all communities are open for new admissions and allowing visitors, in-person tours and communal dining and activities. Average occupancy is as follows (unaudited):

|      | Three Months Ended <sup>(1)</sup> |          |               |              |
|------|-----------------------------------|----------|---------------|--------------|
|      | March 31,                         | June 30, | September 30, | December 31, |
| 2021 | 72.7 %                            | 73.0 %   | 74.9 %        | 76.3 %       |
| 2022 | 76.3 %                            | 77.1 %   | 78.0 %        | 78.3 %       |

<sup>(1)</sup> Average occupancy includes our minority ownership share related to unconsolidated properties and excludes the minority partners' noncontrolling ownership share related to consolidated properties. Also excludes land parcels and properties under development.

Property-level operating expenses associated with the COVID-19 pandemic related to our Seniors Housing Operating portfolio totaled \$33,099,000, \$63,681,000 and \$110,719,000 for the years ended December 31, 2022, 2021 and 2020, respectively. These expenses were incurred as a result of public health measures and other regulations affecting our properties, as well as additional health and safety measures adopted by us and our operators related to the COVID-19 pandemic, including increases in labor and property cleaning expenses and expenditures related to our efforts to procure personal protective

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equipment and supplies. We expect total Seniors Housing Operating expenses to remain elevated during the pandemic and potentially beyond as these additional health and safety measures become standard practice.

On March 27, 2020, the federal government enacted the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) to provide financial aid to individuals, businesses, and state and local governments. During the years ended December 31, 2022, 2021 and 2020, we received government grants under the CARES Act primarily to cover increased expenses and lost revenue during the COVID-19 pandemic, as well as under similar programs in the U.K. and Canada. Grant income is recognized when there is reasonable assurance that the grant will be received and the Company will comply with all conditions attached to the grant. For the years ended December 31, 2022, 2021 and 2020 we recognized \$38,607,000, \$97,933,000 and \$31,927,000, respectively, of government grant income as a reduction to property operating expenses in our Consolidated Statements of Comprehensive Income. Additionally, for the years ended December 31, 2021 and 2020, we recognized \$4,642,000 and \$3,014,000, respectively, of government grant income in other income in our Consolidated Statements of Comprehensive Income. The amount of qualifying expenditures and lost revenue exceeded grant income recognized and we believe we have complied and will continue to comply with all grant conditions. In the event of non-compliance, all such amounts received are subject to recapture.

Our Triple-net operators have experienced similar occupancy trends as our Seniors Housing Operating properties. Additionally, long-term/post-acute care facilities have generally experienced a higher degree of occupancy declines. These factors may continue to impact the ability of our Triple-net operators to make contractual rent payments to us in the future. Many of our Triple-net operators received funds under the CARES Act Paycheck Protection Program and Provider Relief Fund.

*New Accounting Standards*

- In August 2020, the FASB issued ASU 2020-06, Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity’s Own Equity (Subtopic 815-40) Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity. This ASU simplifies accounting for convertible instruments and removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception. This ASU also simplifies the diluted earnings per share calculation in certain areas and provides updated disclosure requirements. The ASU is effective for public business entities beginning after December 15, 2021, including interim periods within those fiscal years. The adoption of this standard did not have a significant impact on our consolidated financial statements.
- In November 2021, the FASB issued ASU 2021-10, Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance, which increases the transparency of government assistance including the disclosure of the types of assistance, an entity’s accounting for assistance and the effect of the assistance on an entity’s financial statements. The adoption of this standard did not have a material impact on our consolidated financial statements or disclosures.
- In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting, which provides the option for a limited period of time to ease the potential burden in accounting for, or recognizing the effects of, reference rate reform on contract modifications and hedge accounting. An example of such reform is the expected market transition from the London Interbank Offered Rate (“LIBOR”) and other interbank offered rates to alternative reference rates. Entities that make this optional expedient election would not have to remeasure the contracts at the modification date or reassess the accounting treatment if certain criteria are met and would continue applying hedge accounting for relationships affected by reference rate reform. In December 2022, the FASB extended the date for which this guidance can be applied from December 31, 2022 to December 31, 2024. We continue to monitor developments related to the LIBOR transition and identification of an alternative, market-accepted rate.

**3. Real Property Acquisitions and Development**

The total purchase price for all properties acquired has been allocated to the tangible and identifiable intangible assets and liabilities at cost on a relative fair value basis. Liabilities assumed and any associated noncontrolling interests are reflected at fair value. The results of operations for these acquisitions have been included in our consolidated results of operations since the date of acquisition and are a component of the appropriate segments. Transaction costs primarily represent costs incurred with acquisitions, including due diligence costs, fees for legal and valuation services, termination of pre-existing relationships computed based on the fair value of the assets acquired, lease termination fees and other acquisition-related costs. Transaction costs related to asset acquisitions are capitalized as a component of purchase price and all other non-capitalizable costs are reflected in other expenses on our Consolidated Statements of Comprehensive Income.

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The following is a summary of our real property investment activity by segment for the periods presented (in thousands):

|  | Year Ended December 31, 2022 |                   |                       |                     |
|--|------------------------------|-------------------|-----------------------|---------------------|
|  | Seniors Housing<br>Operating | Triple-net        | Outpatient<br>Medical | Total               |
| Land and land improvements                                 | \$ 206,618                   | \$ 7,536          | \$ 68,379             | \$ 282,533          |
| Buildings and improvements                                 | 2,067,051                    | 59,248            | 253,358               | 2,379,657           |
| Acquired lease intangibles                                 | 129,429                      | —                 | 35,316                | 164,745             |
| Construction in progress                                   | 108,141                      | —                 | —                     | 108,141             |
| Right of use assets, net                                   | 169                          | —                 | 3,852                 | 4,021               |
| Total net real estate assets                               | <u>2,511,408</u>             | <u>66,784</u>     | <u>360,905</u>        | <u>2,939,097</u>    |
| Receivables and other assets                               | 14,406                       | —                 | 501                   | 14,907              |
| Total assets acquired <sup>(1)</sup>                       | <u>2,525,814</u>             | <u>66,784</u>     | <u>361,406</u>        | <u>2,954,004</u>    |
| Secured debt   | (279,788)                    | (39,574)          | —                     | (319,362)           |
| Lease liabilities  | —                            | —                 | (3,852)               | (3,852)             |
| Accrued expenses and other liabilities                     | (112,962)                    | (1,428)           | (1,414)               | (115,804)           |
| Total liabilities acquired                                 | <u>(392,750)</u>             | <u>(41,002)</u>   | <u>(5,266)</u>        | <u>(439,018)</u>    |
| Noncontrolling interests <sup>(2)</sup>                    | (115,112)                    | (4)               | (1,095)               | (116,211)           |
| Non-cash acquisition related activity <sup>(3)</sup>       | <u>(64,975)</u>              | <u>(27,780)</u>   | <u>—</u>              | <u>(92,755)</u>     |
| Cash disbursed for acquisitions                            | 1,952,977                    | (2,002)           | 355,045               | 2,306,020           |
| Construction in progress additions                         | 489,001                      | 83,368            | 91,662                | 664,031             |
| Less: Capitalized interest                                 | (24,432)                     | (4,210)           | (1,849)               | (30,491)            |
| Accruals <sup>(4)</sup>                                    | <u>(4,621)</u>               | <u>—</u>          | <u>2,818</u>          | <u>(1,803)</u>      |
| Cash disbursed for construction in progress                | 459,948                      | 79,158            | 92,631                | 631,737             |
| Capital improvements to existing properties                | 352,099                      | 48,052            | 75,865                | 476,016             |
| Total cash invested in real property, net of cash acquired | <u>\$ 2,765,024</u>          | <u>\$ 125,208</u> | <u>\$ 523,541</u>     | <u>\$ 3,413,773</u> |

<sup>(1)</sup> Excludes \$6,563,000 of unrestricted and restricted cash acquired.

<sup>(2)</sup> Includes amounts attributable to both redeemable noncontrolling interests and noncontrolling interests. For the year ended December 31, 2022, 1,227,000 OP Units were issued as a component of funding for certain transactions.

<sup>(3)</sup> Relates to the acquisition of assets previously financed as loans receivable and the acquisition of assets previously recognized as investments in unconsolidated entities.

<sup>(4)</sup> Represents non-cash accruals for amounts to be paid in future periods for properties that converted, off-set by amounts paid in the current period.



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|  | Year Ended December 31, 2021 |                   |                       |                     |
|--|------------------------------|-------------------|-----------------------|---------------------|
|  | Seniors Housing<br>Operating | Triple-net        | Outpatient<br>Medical | Total               |
| Land and land improvements                                 | \$ 449,335                   | \$ 88,839         | \$ 64,843             | \$ 603,017          |
| Buildings and improvements                                 | 2,347,609                    | 809,328           | 313,864               | 3,470,801           |
| Acquired lease intangibles                                 | 264,589                      | —                 | 24,751                | 289,340             |
| Right of use assets, net                                   | 77,455                       | —                 | —                     | 77,455              |
| Total net real estate assets                               | 3,138,988                    | 898,167           | 403,458               | 4,440,613           |
| Receivables and other assets                               | 6,096                        | 411               | 3,534                 | 10,041              |
| Total assets acquired <sup>(1)</sup>                       | 3,145,084                    | 898,578           | 406,992               | 4,450,654           |
| Lease liabilities  | (138,126)                    | —                 | —                     | (138,126)           |
| Accrued expenses and other liabilities                     | (191,454)                    | (8,703)           | (266)                 | (200,423)           |
| Total liabilities acquired                                 | (329,580)                    | (8,703)           | (266)                 | (338,549)           |
| Noncontrolling interests <sup>(2)</sup>                    | (4,942)                      | (6,449)           | (16,540)              | (27,931)            |
| Cash disbursed for acquisitions                            | 2,810,562                    | 883,426           | 390,186               | 4,084,174           |
| Construction in progress additions                         | 322,050                      | 77,412            | 42,464                | 441,926             |
| Less: Capitalized interest                                 | (13,834)                     | (3,078)           | (2,440)               | (19,352)            |
| Accruals <sup>(3)</sup>                                    | 35                           | —                 | (4,646)               | (4,611)             |
| Cash disbursed for construction in progress                | 308,251                      | 74,334            | 35,378                | 417,963             |
| Capital improvements to existing properties                | 197,829                      | 37,345            | 47,414                | 282,588             |
| Total cash invested in real property, net of cash acquired | <u>\$ 3,316,642</u>          | <u>\$ 995,105</u> | <u>\$ 472,978</u>     | <u>\$ 4,784,725</u> |

<sup>(1)</sup> Excludes \$4,201,000 of unrestricted and restricted cash acquired.

<sup>(2)</sup> Includes amounts attributable to both redeemable noncontrolling interests and noncontrolling interests.

<sup>(3)</sup> Represents non-cash accruals for amounts to be paid in future periods for properties that converted, off-set by amounts paid in the current period.

|  | Year Ended December 31, 2020 |                   |                       |                     |
|--|------------------------------|-------------------|-----------------------|---------------------|
|  | Seniors Housing<br>Operating | Triple-net        | Outpatient<br>Medical | Total               |
| Land and land improvements                                 | \$ 55,000                    | \$ 16,876         | \$ 45,590             | \$ 117,466          |
| Buildings and improvements                                 | 527,189                      | 73,855            | 179,004               | 780,048             |
| Acquired lease intangibles                                 | 28,668                       | —                 | 24,718                | 53,386              |
| Total net real estate assets                               | 610,857                      | 90,731            | 249,312               | 950,900             |
| Receivables and other assets                               | 746                          | —                 | 268                   | 1,014               |
| Total assets acquired <sup>(1)</sup>                       | 611,603                      | 90,731            | 249,580               | 951,914             |
| Accrued expenses and other liabilities                     | (1,650)                      | —                 | (962)                 | (2,612)             |
| Total liabilities acquired                                 | (1,650)                      | —                 | (962)                 | (2,612)             |
| Noncontrolling interests <sup>(2)</sup>                    | (45,546)                     | —                 | —                     | (45,546)            |
| Cash disbursed for acquisitions                            | 564,407                      | 90,731            | 248,618               | 903,756             |
| Construction in progress additions                         | 134,945                      | 45,256            | 39,833                | 220,034             |
| Less: Capitalized interest                                 | (10,389)                     | (3,209)           | (3,874)               | (17,472)            |
| Accruals <sup>(3)</sup>                                    | (1,226)                      | —                 | —                     | (1,226)             |
| Cash disbursed for construction in progress                | 123,330                      | 42,047            | 35,959                | 201,336             |
| Capital improvements to existing properties                | 107,379                      | 76,625            | 60,985                | 244,989             |
| Total cash invested in real property, net of cash acquired | <u>\$ 795,116</u>            | <u>\$ 209,403</u> | <u>\$ 345,562</u>     | <u>\$ 1,350,081</u> |

<sup>(1)</sup> Excludes \$580,000 of unrestricted and restricted cash acquired.

<sup>(2)</sup> Includes amounts attributable to both redeemable noncontrolling interests and noncontrolling interests.

<sup>(3)</sup> Represents non-cash accruals for amounts to be paid in future periods for properties that converted, off-set by amounts paid in the current period.

*Holiday Retirement Acquisition*

On July 30, 2021, we acquired a portfolio of 85 seniors housing properties owned by Holiday Retirement for \$1,576,600,000, which are included in our Seniors Housing Operating segment and in the table above for the year ended December 31, 2021. Atria Senior Living assumed operations of the portfolio following its acquisition of the Holiday Retirement management company pursuant to an incentive-based management agreement. As part of this transaction, a wholly owned subsidiary

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assumed the leasehold interest in a 26 property portfolio and subsequently purchased eight of the leased properties and one of the properties was sold by the landlord, National Health Investors ("NHI"), and removed from the master lease. Effective April 1, 2022, our leasehold interest related to the remaining 17 properties was terminated as a result of the transition or sale of the properties by NHI as part of an agreement to resolve outstanding litigation. In conjunction with the agreement, a wholly owned subsidiary and the lessee on the master lease agreed to release \$6,883,000 of cash to the landlord, which represents the net cash flow generated from the properties since we assumed the leasehold interest. Additionally, in conjunction with the lease termination, during the year ended December 31, 2022, we recognized \$58,621,000 in other income on our Consolidated Statements of Comprehensive Income from the derecognition of the right of use asset and related liability.

*Construction Activity*

The following is a summary of the construction projects that were placed into service and began generating revenues during the periods presented (in thousands):

|  | Year Ended        |                   |                   |
|--|-------------------|-------------------|-------------------|
|  | December 31, 2022 | December 31, 2021 | December 31, 2020 |
| Development projects:                      |                   |                   |                   |
| Seniors Housing Operating                  | \$ 227,796        | \$ 117,386        | \$ 93,188         |
| Triple-net                                 | —                 | 22,990            | 75,149            |
| Outpatient Medical                         | 44,777            | 125,179           | 43,493            |
| Total development projects                 | <u>272,573</u>    | <u>265,555</u>    | <u>211,830</u>    |
| Expansion projects                         | 18,280            | 5,292             | 48,600            |
| Total construction in progress conversions | <u>\$ 290,853</u> | <u>\$ 270,847</u> | <u>\$ 260,430</u> |

**4. Real Estate Intangibles**

The following is a summary of our real estate intangibles, excluding those related to ground leases or classified as held for sale, as of the dates indicated (dollars in thousands):

|   | December 31, 2022 | December 31, 2021 |
|---|-------------------|-------------------|
| Assets:                                       |                   |                   |
| In place lease intangibles                    | \$ 1,817,580      | \$ 1,681,533      |
| Above market tenant leases                    | 57,203            | 53,964            |
| Lease commissions                             | 70,675            | 54,131            |
| Gross historical cost                         | 1,945,458         | 1,789,628         |
| Accumulated amortization                      | (1,484,048)       | (1,286,259)       |
| Net book value                                | <u>\$ 461,410</u> | <u>\$ 503,369</u> |
| Weighted-average amortization period in years | 7.6               | 5.5               |
| Liabilities:                                  |                   |                   |
| Below market tenant leases                    | \$ 77,985         | \$ 74,909         |
| Accumulated amortization                      | (52,701)          | (45,291)          |
| Net book value                                | <u>\$ 25,284</u>  | <u>\$ 29,618</u>  |
| Weighted-average amortization period in years | 8.4               | 8.2               |

The following is a summary of real estate intangible amortization income (expense) for the periods presented (in thousands):

|  | Year Ended December 31, |           |           |
|--|-------------------------|-----------|-----------|
|  | 2022                    | 2021      | 2020      |
| Rental income related to (above)/below market tenant leases, net         | \$ 1,551                | \$ 1,680  | \$ 1,710  |
| Amortization related to in place lease intangibles and lease commissions | (217,187)               | (115,579) | (121,004) |

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The future estimated aggregate amortization of intangible assets and liabilities is as follows for the periods presented (in thousands):

|            | Assets            | Liabilities      |
|------------|-------------------|------------------|
| 2023       | \$ 163,759        | \$ 6,073         |
| 2024       | 94,771            | 3,854            |
| 2025       | 42,068            | 2,908            |
| 2026       | 45,006            | 2,435            |
| 2027       | 37,012            | 1,888            |
| Thereafter | 78,794            | 8,126            |
| Totals     | <u>\$ 461,410</u> | <u>\$ 25,284</u> |

**5. Dispositions, Real Property Held for Sale and Impairment**

We periodically sell properties for various reasons, including favorable market conditions, the exercise of tenant purchase options or reduction of concentrations (e.g. property type, relationship or geography). At December 31, 2022, three Seniors Housing Operating, seven Triple-net and one Outpatient Medical properties, with an aggregate net real estate balance of \$133,058,000, were classified as held for sale. In addition to the real property balances, lease liabilities of \$66,711,000 and net other assets and (liabilities) of \$(4,136,000) were included in the Consolidated Balance Sheets related to the held for sale properties. Expected gross sales proceeds related to the held for sale properties are approximately \$198,954,000.

During the year ended December 31, 2022, we recorded impairment charges of \$13,146,000 related to one Seniors Housing Operating property which was classified as held for sale for which the carrying value exceeded the estimated fair values less costs to sell. Additionally, during 2022 we recorded impairment charges of \$4,356,000 related to two Triple-net properties and one Outpatient Medical property, which were held for use for which the carrying value exceeded the fair values. During the year ended December 31, 2021, we recorded impairment charges of \$19,567,000 related to four Triple-net properties and one Outpatient Medical property, which were disposed of or classified as held for sale. Additionally, we recorded \$31,540,000 of impairment charges related to two Seniors Housing Operating properties and two Triple-net properties that were held for use. During the year ended December 31, 2020, we recorded impairment charges of \$87,873,000 related to 15 Seniors Housing Operating and one Triple-net properties, which were disposed of or classified as held for sale. Additionally, during the year ended December 31, 2020, we recorded \$47,735,000 of impairment charges related to six Seniors Housing Operating and four Triple-net properties that were held for use.

The following is a summary of our real property disposition activity for the periods presented (in thousands):

|  | Year Ended        |                     |                     |
|--|-------------------|---------------------|---------------------|
|  | December 31, 2022 | December 31, 2021   | December 31, 2020   |
| Real estate dispositions:                    |                   |                     |                     |
| Seniors Housing Operating                    | \$ 85,413         | \$ 112,837          | \$ 1,289,769        |
| Triple-net                                   | 89,827            | 486,369             | 51,666              |
| Outpatient Medical                           | 393               | 229,660             | 1,755,864           |
| Total net book value of dispositions         | <u>175,633</u>    | <u>828,866</u>      | <u>3,097,299</u>    |
| Gain (loss) on real estate dispositions, net | 16,043            | 235,375             | 1,088,455           |
| Net other assets (liabilities) disposed      | 7,820             | 6,081               | 114,274             |
| Proceeds from real estate dispositions       | <u>\$ 199,496</u> | <u>\$ 1,070,322</u> | <u>\$ 4,300,028</u> |

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Operating results attributable to properties sold or classified as held for sale which do not meet the definition of discontinued operations, are not reclassified on our Consolidated Statements of Comprehensive Income. The following represents the activity related to these properties for the periods presented (in thousands):

|  | Year Ended December 31, |                  |                  |
|--|-------------------------|------------------|------------------|
|  | 2022                    | 2021             | 2020             |
| Revenues:  |                         |                  |                  |
| Total revenues                                   | \$ 19,892               | \$ 78,277        | \$ 302,719       |
| Expenses:  |                         |                  |                  |
| Interest expense                                 | 3,409                   | 3,595            | 11,061           |
| Property operating expenses                      | 12,713                  | 17,740           | 148,702          |
| Provision for depreciation                       | 1,285                   | 25,575           | 104,960          |
| Total expenses                                   | 17,407                  | 46,910           | 264,723          |
| Income (loss) from real estate dispositions, net | <u>\$ 2,485</u>         | <u>\$ 31,367</u> | <u>\$ 37,996</u> |

**6. Leases**

We lease land, buildings, office space and certain equipment. Many of our leases include a renewal option to extend the term from one to 25 years or more. Renewal options that we are reasonably certain to exercise are recognized in our right-of-use assets and lease liabilities. As most of our leases do not provide a rate implicit in the lease agreement, we generally use our incremental borrowing rate available at lease commencement, underlying collateral for the lease and the ability to borrow against that collateral on a secured basis to determine the present value of lease payments. The incremental borrowing rates were determined using our longer term borrowing rates (actual pricing through 30 years, as well as other longer-term market rates).

We sublease certain real estate to a third party. Our sublease portfolio consists of a finance lease for seven buildings which are subleased to a long-term/ post-acute care operator.

The components of lease expense were as follows for the periods presented (in thousands):

|  | Classification                      | Year Ended December 31, |                  |                  |
|--|-------------------------------------|-------------------------|------------------|------------------|
|  |                                     | 2022                    | 2021             | 2020             |
| Operating lease cost: <sup>(1)</sup>     |                                     |                         |                  |                  |
| Real estate lease expense                | Property operating expenses         | \$ 22,150               | \$ 22,642        | \$ 23,472        |
| Non-real estate investment lease expense | General and administrative expenses | 5,794                   | 4,596            | 4,745            |
| Finance lease cost:                      |                                     |                         |                  |                  |
| Amortization of leased assets            | Property operating expenses         | 6,837                   | 8,105            | 8,203            |
| Interest on lease liabilities            | Interest expense                    | 6,164                   | 6,574            | 6,411            |
| Sublease income                          | Rental income                       | (11,487)                | (8,687)          | (4,173)          |
| Total                                    |                                     | <u>\$ 29,458</u>        | <u>\$ 33,230</u> | <u>\$ 38,658</u> |

<sup>(1)</sup> Includes short-term leases which are immaterial.

Maturities of lease liabilities as of December 31, 2022 are as follows (in thousands):

|  | Operating Leases  | Financing Leases  |
|--|-------------------|-------------------|
| 2023                                     | \$ 20,279         | \$ 72,218         |
| 2024                                     | 19,444            | 3,791             |
| 2025                                     | 16,112            | 1,800             |
| 2026                                     | 15,516            | 1,790             |
| 2027                                     | 15,834            | 1,748             |
| Thereafter                               | 876,054           | 125,142           |
| Total lease payments                     | 963,239           | 206,489           |
| Less: Imputed interest                   | (660,879)         | (93,025)          |
| Total present value of lease liabilities | <u>\$ 302,360</u> | <u>\$ 113,464</u> |

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Supplemental balance sheet information related to leases was as follows for the periods presented (in thousands, except lease terms and discount rate):

|   | Classification   | December 31, 2022 | December 31, 2021 |
|---|--|-------------------|-------------------|
| Right of use assets:                            |  |                   |                   |
| Operating leases - real estate                  | Right of use assets, net                                     | \$ 287,984        | \$ 367,068        |
| Financing leases - real estate                  | Right of use assets, net                                     | 35,958            | 155,728           |
|   | Real estate right of use assets, net                         | 323,942           | 522,796           |
| Operating leases - non-real estate investments  | Receivables and other assets                                 | 10,119            | 9,627             |
| Financing leases - held for sale <sup>(1)</sup> | Real property held for sale, net of accumulated depreciation | 116,453           | —                 |
| Total right of use assets, net                  |  | <u>\$ 450,514</u> | <u>\$ 532,423</u> |
| Lease liabilities:                              |  |                   |                   |
| Operating leases                                |  | \$ 302,360        | \$ 434,261        |
| Financing leases                                |  | 113,464           | 111,683           |
| Total lease liabilities                         |  | <u>\$ 415,824</u> | <u>\$ 545,944</u> |
| Weighted average remaining lease term (years):  |  |                   |                   |
| Operating leases                                |  | 46.0              | 36.6              |
| Financing leases                                |  | 19.8              | 19.8              |
| Weighted average discount rate:                 |  |                   |                   |
| Operating leases                                |  | 5.56 %            | 9.72 %            |
| Financing leases                                |  | 5.01 %            | 5.06 %            |

<sup>(1)</sup> At December 31, 2022, financing leases at seven properties were classified as held for sale.

Supplemental cash flow information related to leases was as follows for the periods indicated (in thousands):

|   | Classification  | Year Ended December 31, |          |          |
|---|---|-------------------------|----------|----------|
|   |   | 2022                    | 2021     | 2020     |
| Cash paid for amounts included in the measurement of lease liabilities: |   |                         |          |          |
| Operating cash flows from operating leases                              | Decrease (increase) in receivables and other assets           | \$ 8,805                | \$ 9,081 | \$ 9,323 |
| Operating cash flows from operating leases                              | Increase (decrease) in accrued expenses and other liabilities | (5,570)                 | (6,008)  | (3,918)  |
| Operating cash flows from financing leases                              | Decrease (increase) in receivables and other assets           | 8,672                   | 8,336    | 8,263    |
| Financing cash flows from financing leases                              | Other financing activities                                    | (2,255)                 | (3,578)  | (3,568)  |

Substantially all of our operating leases in which we are the lessor contain escalating rent structures. Leases with fixed annual rental escalators are generally recognized on a straight-line basis over the initial lease period, subject to a collectability assessment. Rental income related to leases with contingent rental escalators is generally recorded based on the contractual cash rental payments due for the period. During the years ended December 31, 2021 and 2020, we reserved for previously recognized straight-line rent receivable balances of \$49,241,000 and \$146,508,000 through rental income, relating to leases for which collection of substantially all contractual lease payments was no longer deemed probable. Included in the 2020 amount was \$91,025,000 related to Genesis Healthcare ("Genesis") whom noted substantial doubt as to their ability to continue as a going concern.

Leases in our Triple-net and Outpatient Medical portfolios typically include some form of operating expense reimbursement by the tenant. Rental income related to operating leases and the corresponding variable lease payments, which primarily represents the reimbursement of operating costs such as common area maintenance expenses, utilities, insurance and real estate taxes for the periods indicated were as follows (in thousands):

|                                    | Year Ended December 31, |              |              |
|------------------------------------|-------------------------|--------------|--------------|
|                                    | 2022                    | 2021         | 2020         |
| Fixed income from operating leases | \$ 1,258,238            | \$ 1,193,837 | \$ 1,240,012 |
| Variable lease income              | 193,548                 | 180,858      | 203,348      |

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For the majority of our Seniors Housing Operating segment, revenue from resident fees and services is predominantly service-based, and as such, resident agreements are accounted for under ASC 606. Within that reportable segment, we also recognize revenue from residential seniors apartment leases in accordance with ASC 842. The amount of revenue related to these leases was \$410,749,000, \$194,078,000 and \$58,053,000 for the years ended December 31, 2022, 2021 and 2020, respectively.

The following table sets forth the future minimum lease payments receivable for leases in effect at December 31, 2022 (excluding properties in our Seniors Housing Operating portfolio and excluding any operating expense reimbursements) (in thousands):

|            |           |                   |
|------------|-----------|-------------------|
| 2023       | \$        | 1,176,306         |
| 2024       |           | 1,150,604         |
| 2025       |           | 1,118,044         |
| 2026       |           | 1,074,809         |
| 2027       |           | 1,018,400         |
| Thereafter |           | 8,802,365         |
| Totals     | <u>\$</u> | <u>14,340,528</u> |

**7. Loans Receivable**

Loans receivable are recorded on our Consolidated Balance Sheets in real estate loans receivable, net of allowance for credit losses, or for non-real estate loans receivable, in receivables and other assets, net of allowance for credit losses.

Accrued interest receivable was \$22,878,000 and \$26,659,000 as of December 31, 2022 and December 31, 2021, respectively, and is included in receivables and other assets on the Consolidated Balance Sheets. The following is a summary of our loans receivable (in thousands):

|   | Year Ended December 31, |                     |
|---|-------------------------|---------------------|
|   | 2022                    | 2021                |
| Mortgage loans  | \$ 707,464              | \$ 889,556          |
| Other real estate loans   | 195,566                 | 194,477             |
| Allowance for credit losses on real estate loans receivable     | (12,186)                | (15,352)            |
| Real estate loans receivable, net of credit allowance           | 890,844                 | 1,068,681           |
| Non-real estate loans   | 441,231                 | 375,060             |
| Allowance for credit losses on non-real estate loans receivable | (152,063)               | (151,433)           |
| Non-real estate loans receivable, net of credit allowance       | 289,168                 | 223,627             |
| Total loans receivable, net of credit allowance                 | <u>\$ 1,180,012</u>     | <u>\$ 1,292,308</u> |

The following is a summary of our loan activity for the periods presented (in thousands):

|  | Year Ended         |                   |                   |
|--|--------------------|-------------------|-------------------|
|  | December 31, 2022  | December 31, 2021 | December 31, 2020 |
| Advances on loans receivable                     | \$ 156,045         | \$ 997,449        | \$ 247,543        |
| Less: Receipts on loans receivable               | 196,310            | 343,260           | 31,548            |
| Net cash advances (receipts) on loans receivable | <u>\$ (40,265)</u> | <u>\$ 654,189</u> | <u>\$ 215,995</u> |

During the year ended December 31, 2021, we provided £540 million (approximately \$750,330,000 based on the Sterling/U.S. Dollar exchange rate as of the date of funding) of senior loan financing and a £30 million delayed facility for working capital and capital expenditures to affiliates of Safanad, a global real estate and private equity firm, as part of the recapitalization of its investment in HC-One Group. The loan has a five-year term and is fully collateralized by the shares and assets of the HC-One Group, including its underlying portfolio of owned assets across the U.K. As part of the transaction, we received equity warrants which provide us the right to participate in the capital appreciation of HC-One Group above a designated price upon liquidation. See Note 12 for additional details.

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The following is a summary of our loans by credit loss category (in thousands):

| Loan category        | December 31, 2022    |                     |                           |                     |              |
|----------------------|----------------------|---------------------|---------------------------|---------------------|--------------|
|                      | Years of Origination | Loan Carrying Value | Allowance for Credit Loss | Net Loan Balance    | No. of Loans |
| Deteriorated loans   | 2007 - 2018          | \$ 174,841          | \$ (148,438)              | \$ 26,403           | 3            |
| Collective loan pool | 2007 - 2017          | 202,762             | (2,754)                   | 200,008             | 12           |
| Collective loan pool | 2018                 | 3,100               | (42)                      | 3,058               | 1            |
| Collective loan pool | 2019                 | 23,278              | (316)                     | 22,962              | 4            |
| Collective loan pool | 2020                 | 53,014              | (720)                     | 52,294              | 6            |
| Collective loan pool | 2021                 | 754,530             | (10,193)                  | 744,337             | 18           |
| Collective loan pool | 2022                 | 132,736             | (1,786)                   | 130,950             | 29           |
| Total loans          |                      | <u>\$ 1,344,261</u> | <u>\$ (164,249)</u>       | <u>\$ 1,180,012</u> | <u>73</u>    |

In 2020, we recognized a provision for loan losses of \$88,201,000 as a result of the current collateral estimates for loans with deteriorated credit, primarily relating to our outstanding loans to Genesis Healthcare ("Genesis"). During the year ended December 31, 2021, we entered into definitive agreements to substantially exit our operating relationship with Genesis primarily through the transition of 51 properties to other operators. To effectuate this transition, we agreed to provide Genesis a lease termination fee of \$86 million upon successful transition of all properties, which will be used to immediately repay indebtedness to us. Additionally, upon achievement of certain restructuring milestones, we will reduce Genesis' indebtedness by an additional \$170 million in exchange for an equity interest in Genesis. Upon conclusion of the aforementioned loan transactions, Genesis will have \$167 million of indebtedness to us, exclusive of additional paid in kind interest, which will carry a maturity date of January 1, 2024. As of December 31, 2022, our total carrying value of Genesis loans receivable, net of allowances for credit losses, was \$168,949,000.

The total allowance for credit losses is deemed to be sufficient to absorb expected losses relating to our loan portfolio. The following is a summary of the allowance for credit losses on loans receivable for the periods presented (in thousands):

|   | Year Ended December 31, |                   |                   |
|---|-------------------------|-------------------|-------------------|
|   | 2022                    | 2021              | 2020              |
| Balance at beginning of year                                    | \$ 166,785              | \$ 224,036        | \$ 68,372         |
| Adoption of ASU 2016-13   | —                       | —                 | 5,212             |
| Provision for loan losses, net <sup>(1)</sup>                   | (1,394)                 | 7,270             | 94,436            |
| Loan write-offs <sup>(2)</sup>                                  | —                       | (64,075)          | (7,000)           |
| Foreign currency translation                                    | (1,142)                 | (446)             | 197               |
| Reclassification of deferred gain as credit loss <sup>(3)</sup> | —                       | —                 | 62,819            |
| Balance at end of year  | <u>\$ 164,249</u>       | <u>\$ 166,785</u> | <u>\$ 224,036</u> |

<sup>(1)</sup> Excludes \$11,714,000 related to the provision for loss on held-to-maturity debt securities.

<sup>(2)</sup> Includes \$64,075,000 related to the Genesis lease terminations for the twelve months ended December 31, 2021.

<sup>(3)</sup> During the year ended December 31, 2020, two loans originated in 2016 to Genesis with an aggregate carrying value of \$62,753,000 were transferred to the deteriorated loan pool. In addition, deferred gains of \$62,819,000 previously recorded in accrued expenses and other liabilities were reclassified to the allowance for credit losses.

The following is a summary of our deteriorated loans (in thousands):

|  | Year Ended December 31, |                  |                  |
|--|-------------------------|------------------|------------------|
|  | 2022                    | 2021             | 2020             |
| Balance of deteriorated loans at end of year             | \$ 174,841              | \$ 178,369       | \$ 242,319       |
| Allowance for credit losses                              | (148,438)               | (148,438)        | (212,514)        |
| Balance of deteriorated loans not reserved               | <u>\$ 26,403</u>        | <u>\$ 29,931</u> | <u>\$ 29,805</u> |
| Interest recognized on deteriorated loans <sup>(1)</sup> | \$ —                    | \$ 3,185         | \$ 18,937        |

<sup>(1)</sup> Represents cash interest recognized in the period.

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**8. Investments in Unconsolidated Entities**

We participate in a number of joint ventures, which generally invest in seniors housing and health care real estate. Our share of the results of operations for these properties has been included in our consolidated results of operations from the date of acquisition by the joint ventures and are reflected in our Consolidated Statements of Comprehensive Income as income or loss from unconsolidated entities. The following is a summary of our investments in unconsolidated entities (dollars in thousands):

|                           | Percentage Ownership <sup>(1)</sup> | December 31, 2022   | December 31, 2021   |
|---------------------------|-------------------------------------|---------------------|---------------------|
| Seniors Housing Operating | 10% to 65%                          | \$ 1,171,307        | \$ 830,647          |
| Triple-net                | 10% to 88%                          | 111,812             | 44,814              |
| Outpatient Medical        | 15% to 50%                          | 216,671             | 163,582             |
| Total                     |                                     | <u>\$ 1,499,790</u> | <u>\$ 1,039,043</u> |

<sup>(1)</sup> As of December 31, 2022 and includes ownership of investments classified as liabilities and excludes ownership of in-substance real estate.

We own 34% of Sunrise Senior Living Management, Inc. ("Sunrise"), who provides comprehensive property management and accounting services with respect to certain of our Seniors Housing Operating properties that Sunrise operates. We pay Sunrise annual management fees pursuant to long-term management agreements. The majority of our management agreements have initial terms expiring in 2028, plus, if applicable, optional renewal periods ranging from an additional 3 to 15 years depending on the property. The management fees payable to Sunrise under the management agreements include a fee based on a percentage of revenues generated by the applicable properties plus, if applicable, positive or negative adjustments based on specified performance targets. For the years ended December 31, 2022, 2021 and 2020, we recognized fees to Sunrise of \$27,660,000, \$37,052,000 and \$37,569,000, respectively, which are reflected within property operating expenses in our Consolidated Statements of Comprehensive Income.

At December 31, 2022, the aggregate unamortized basis difference of our joint venture investments of \$131,746,000 is primarily attributable to the difference between the amount for which we purchased our interest in the entity, including transaction costs, and the historical carrying value of the net assets of the joint venture. This difference is being amortized over the remaining useful life of the related properties and included in the reported amount of income from unconsolidated entities.

We have made loans related to 21 properties as of December 31, 2022 for the development and construction of certain properties which are classified as in substance real estate investments and have a carrying value of \$649,267,000. We believe that such borrowers typically represent VIEs in accordance with ASC 810. VIEs are required to be consolidated by their primary beneficiary, which is the enterprise that has both: (i) the power to direct the activities of the VIE that most significantly impacts the entity's economic performance; and (ii) the obligation to absorb losses or the right to receive benefits of the VIE that could be significant to the entity. We have concluded that we are not the primary beneficiary of such borrowers, therefore, the loan arrangements were assessed based on among other factors, the amount and timing of expected residual profits, the estimated fair value of the collateral and the significance of the borrower's equity in the project. Based on these assessments the arrangements have been classified as in substance real estate investments. We expect to fund an additional \$171,851,000 related to these investments.

**9. Credit Concentration**

We use consolidated net operating income ("NOI") as our credit concentration metric. See Note 18 for additional information and reconciliation. The following table summarizes certain information about our credit concentration for the year ended December 31, 2022, excluding our share of NOI in unconsolidated entities (dollars in thousands):

| Concentration by relationship: <sup>(1)</sup> | Number of<br>Properties | Total<br>NOI        | Percent of<br>NOI <sup>(2)</sup> |
|---|-------------------------|---------------------|----------------------------------|
| ProMedica                                     | 58                      | \$ 240,128          | 10%                              |
| Sunrise Senior Living <sup>(3)</sup>          | 109                     | 158,576             | 7%                               |
| Atria Senior Living <sup>(4)</sup>            | 97                      | 145,252             | 6%                               |
| HC-One Group <sup>(5)</sup>                   | 1                       | 86,667              | 4%                               |
| Cogir Management Corporation                  | 48                      | 77,115              | 3%                               |
| Remaining portfolio                           | 1,430                   | 1,594,107           | 70%                              |
| Totals  | <u>1,743</u>            | <u>\$ 2,301,845</u> | <u>100%</u>                      |

<sup>(1)</sup> ProMedica and HC-One Group are in our Triple-net segment. Sunrise Senior Living ("Sunrise"), Atria Senior Living and Cogir Management Corporation are in our Seniors Housing Operating segment.

<sup>(2)</sup> NOI with our top five relationships comprised 34% of total NOI for the year ending December 31, 2021.

<sup>(3)</sup> For the year ended December 31, 2022, we recognized \$836,713,000 of revenue from properties managed by Sunrise.

<sup>(4)</sup> Inclusive of \$58,621,000 of income recognized upon termination of a lease. See Note 3 for further details.

<sup>(5)</sup> In addition to the one property, HC-One Group is the borrower on a loan with a principal balance of £517,099,000 as of December 31, 2022. See Note 7 for further detail.



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In December 2022, ProMedica relinquished to Welltower its 15% interest in 147 skilled nursing facilities previously owned by the Welltower/ProMedica joint venture in exchange for a lease modification, which relieved ProMedica from its lease obligation on the properties and amended the lease on the remaining 58 assisted living and memory care properties that continue to be held by the Welltower/ProMedica joint venture. The reduction of ProMedica's noncontrolling interest of \$273,504,000 resulting from its relinquishment of the interest in the joint venture previously holding the 147 skilled nursing facilities is a non-cash financing activity excluded from our Consolidated Statement of Cash Flows. The 58 assisted living and memory care assets continue to be operated by ProMedica and backed by the existing guaranty.

Concurrently with the above, Welltower and Integra Healthcare Properties ("Integra") entered into master leases for the skilled nursing portfolio. Approximately 15 regional operators will enter into subleases with Integra to operate the properties. Also in December 2022, we sold to Integra a 15% ownership interest in 54 of those skilled nursing facilities for approximately \$73 million, with no gain recognized as the properties continue to be consolidated following the transaction. This transaction represents the initial tranche of the newly formed joint venture owned 85% by Welltower and 15% by Integra, which is anticipated to include the 147 skilled nursing facilities. In January 2023, Integra acquired a 15% interest in 31 of the remaining 93 skilled nursing facilities for approximately \$74 million, representing the second tranche of the WELL/Integra joint venture.

ProMedica NOI for the year ended December 31, 2022 was comprised of \$59,687,000 relating to the 58 assisted living and memory care properties (3% of total NOI) and \$180,441,000 relating to the 147 skilled nursing properties (8% of total NOI).

**10. Borrowings Under Credit Facilities and Commercial Paper Program**

At December 31, 2022, we had a primary unsecured credit facility with a consortium of 31 banks that included a \$4,000,000,000 unsecured revolving credit facility, a \$1,000,000,000 unsecured term credit facility and a \$250,000,000 Canadian-denominated unsecured term credit facility. The unsecured revolving credit facility is comprised of a \$1,000,000,000 tranche that matures on June 4, 2026 (none outstanding at December 31, 2022) and a \$3,000,000,000 tranche that matures on June 4, 2025 (none outstanding at December 31, 2022). The term credit facilities mature on July 19, 2026. Each tranche of the revolving facility and term loans may be extended for two successive terms of six months at our option. We have an option, through an accordion feature, to upsize the unsecured revolving credit facility and the \$1,000,000,000 unsecured term credit facility by up to an additional \$1,250,000,000, in the aggregate, and the \$250,000,000 Canadian-denominated unsecured term credit facility by up to an additional \$250,000,000. The primary unsecured credit facility also allows us to borrow up to \$1,000,000,000 in alternate currencies (none outstanding at December 31, 2022). Borrowings under the unsecured revolving credit facility are subject to interest payable at the applicable margin over the secured overnight financing rate ("SOFR") interest rate. Based on our current credit ratings, the loans under the unsecured revolving credit facility currently bear interest at 0.775% over the adjusted SOFR rate at December 31, 2022. In addition, we pay a facility fee quarterly to each bank based on the bank's commitment amount. The facility fee depends on our debt ratings and was 0.15% at December 31, 2022.

Under the terms of our commercial paper program, we may issue unsecured commercial paper notes with maturities that vary, but do not exceed 397 days from the date of issue, up to a maximum aggregate face or principal amount outstanding at any time of \$1,000,000,000 (none outstanding at December 31, 2022).

The following information relates to aggregate borrowings under the unsecured revolving credit facility and commercial paper program for the periods presented (dollars in thousands):

|  | Year Ended December 31, |            |              |
|--|-------------------------|------------|--------------|
|  | 2022                    | 2021       | 2020         |
| Balance outstanding at year end  | \$ —                    | \$ 325,000 | \$ —         |
| Maximum amount outstanding at any month end  | \$ 1,565,000            | \$ 994,000 | \$ 2,100,000 |
| Average amount outstanding (total of daily principal balances divided by days in period)           | \$ 766,167              | \$ 384,418 | \$ 497,014   |
| Weighted-average interest rate (actual interest expense divided by average borrowings outstanding) | 1.75 %                  | 0.33 %     | 2.09 %       |

**11. Senior Unsecured Notes and Secured Debt**

We may repurchase, redeem or refinance senior unsecured notes from time to time, taking advantage of favorable market conditions when available. We may purchase senior notes for cash through open market purchases, privately negotiated transactions, a tender offer or, in some cases, through the early redemption of such securities pursuant to their terms. The senior unsecured notes are redeemable at our option, at any time in whole or from time to time in part, at a redemption price equal to the sum of: (i) the principal amount of the notes (or portion of such notes) being redeemed plus accrued and unpaid interest thereon up to the redemption date and (ii) any "make-whole" amount due under the terms of the notes in connection with early redemptions. Redemptions and repurchases of debt, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. At December 31, 2022, the annual principal payments due on these debt obligations were as follows (in thousands):

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|                             | Senior Unsecured Notes <sup>(1,2,3)</sup> | Secured Debt <sup>(1,4)</sup> | Totals               |
|-----------------------------|---|-------------------------------|----------------------|
| 2023                        | \$ —                                      | \$ 627,672                    | \$ 627,672           |
| 2024                        | 1,350,000                                 | 345,400                       | 1,695,400            |
| 2025                        | 1,260,000                                 | 267,117                       | 1,527,117            |
| 2026                        | 700,000                                   | 127,454                       | 827,454              |
| 2027 <sup>(5,6)</sup>       | 1,906,444                                 | 184,491                       | 2,090,935            |
| Thereafter <sup>(7,8)</sup> | 7,368,085                                 | 577,820                       | 7,945,905            |
| Totals                      | <u>\$ 12,584,529</u>                      | <u>\$ 2,129,954</u>           | <u>\$ 14,714,483</u> |

<sup>(1)</sup> Amounts represent principal amounts due and do not include unamortized premiums/discounts, debt issuance costs, or other fair value adjustments as reflected on the Consolidated Balance Sheets.

<sup>(2)</sup> Annual interest rates range from 2.05% to 6.50%.

<sup>(3)</sup> All senior unsecured notes, with the exception of the \$300,000,000 Canadian-denominated 2.95% senior unsecured notes due 2027 have been issued by Welltower OP and are fully and unconditionally guaranteed by Welltower. The \$300,000,000 Canadian-denominated 2.95% senior unsecured notes due 2027 have been issued through private placement by a wholly owned subsidiary of Welltower OP and are fully and unconditionally guaranteed by Welltower OP.

<sup>(4)</sup> Annual interest rates range from 1.25% to 7.00%. Carrying value of the properties securing the debt totaled \$4,882,151,000 at December 31, 2022.

<sup>(5)</sup> Includes a \$1,000,000,000 unsecured term loan and a \$250,000,000 Canadian-denominated unsecured term loan (approximately \$184,747,000 based on the Canadian/U.S. Dollar exchange rate on December 31, 2022). Both term loans mature on July 19, 2026 and may be extended for two successive terms of six months at our option. The loans bears interest at adjusted SOFR plus 0.85% 5.29% at December 31, 2022) and Canadian Dealer Offered Rate plus 0.85% (5.56% at December 31, 2022), respectively.

<sup>(6)</sup> Includes a \$300,000,000 Canadian-denominated 2.95% senior unsecured notes due 2027 (approximately \$221,697,000 based on the Canadian/U.S. Dollar exchange rate on December 31, 2022).

<sup>(7)</sup> Includes a £550,000,000 4.80% senior unsecured notes due 2028 (approximately \$664,235,000 based on the Pounds Sterling/U.S. Dollar exchange rate in effect on December 31, 2022).

<sup>(8)</sup> Includes a £500,000,000 4.50% senior unsecured notes due 2034 (approximately \$603,850,000 based on the Pounds Sterling/U.S. Dollar exchange rate in effect on December 31, 2022).

Welltower, the parent entity that consolidates Welltower OP and all other subsidiaries, fully and unconditionally guarantees to each holder of all series of senior unsecured notes issued by Welltower OP that the principal of and premium, if any, and interest on the notes will be promptly paid in full when due, whether at the applicable maturity date, by acceleration or redemption or otherwise, and interest on the overdue principal of and interest on the notes, if any, if lawful, and all other obligations of Welltower OP to the holders of the notes will be promptly paid in full or performed. Welltower's guarantees of such notes are its senior unsecured obligation and rank equally with all of Welltower's other future unsecured senior indebtedness and guarantees from time to time outstanding. Welltower's guarantees of such notes are effectively subordinated to all liabilities of its subsidiaries and to its secured indebtedness to the extent of the assets securing such indebtedness. Because Welltower conducts substantially all of its business through its subsidiaries, Welltower's ability to make required payments with respect to the guarantees depends on the financial results and condition of its subsidiaries and its ability to receive funds from its subsidiaries, whether by dividends, loans, distributions or other payments.

The following is a summary of our senior unsecured notes principal activity during the periods presented (dollars in thousands):

|                   | Year Ended           |  |                      |                             |                      |                             |
|-------------------|----------------------|--|----------------------|-----------------------------|----------------------|-----------------------------|
|                   | December 31, 2022    |  | December 31, 2021    |                             | December 31, 2020    |                             |
|                   | Amount               | Weighted Avg. Interest Rate <sup>(1)</sup> | Amount               | Weighted Avg. Interest Rate | Amount               | Weighted Avg. Interest Rate |
| Beginning balance | \$ 11,707,961        | 3.67%                                      | \$ 11,509,533        | 3.67%                       | \$ 10,427,562        | 4.03%                       |
| Debt issued       | 1,050,000            | 3.08%                                      | 1,750,000            | 2.57%                       | 1,600,000            | 1.89%                       |
| Debt extinguished | —                    | —%   | (1,533,752)          | 2.42%                       | (566,248)            | 3.26%                       |
| Foreign currency  | (173,432)            | 4.43%                                      | (17,820)             | 4.55%                       | 48,219               | 4.35%                       |
| Ending balance    | <u>\$ 12,584,529</u> | <u>4.06%</u>                               | <u>\$ 11,707,961</u> | <u>3.67%</u>                | <u>\$ 11,509,533</u> | <u>3.67%</u>                |

<sup>(1)</sup> Includes the impact of interest rate swaps and interest rate caps.

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The following is a summary of our secured debt principal activity for the periods presented (dollars in thousands):

|                    | Year Ended          |   |                     |                                |                     |                                |
|--------------------|---------------------|---|---------------------|--------------------------------|---------------------|--------------------------------|
|                    | December 31, 2022   |   | December 31, 2021   |                                | December 31, 2020   |                                |
|                    | Amount              | Weighted Avg.<br>Interest Rate <sup>(1)</sup> | Amount              | Weighted Avg.<br>Interest Rate | Amount              | Weighted Avg.<br>Interest Rate |
| Beginning balance  | \$ 2,202,312        | 3.03%   | \$ 2,378,073        | 3.27%                          | \$ 2,993,342        | 3.63%                          |
| Debt issued        | 113,183             | 4.71%   | 23,569              | 2.83%                          | 62,055              | 2.55%                          |
| Debt assumed       | 328,096             | 5.86%   | —                   | —%                             | —                   | —%                             |
| Debt extinguished  | (399,066)           | 5.54%   | (132,031)           | 5.86%                          | (632,288)           | 2.21%                          |
| Principal payments | (58,114)            | 3.48%   | (65,587)            | 3.40%                          | (62,707)            | 3.63%                          |
| Foreign currency   | (56,457)            | 3.27%   | (1,712)             | 2.72%                          | 17,671              | 2.93%                          |
| Ending balance     | <u>\$ 2,129,954</u> | <u>4.33%</u>                                  | <u>\$ 2,202,312</u> | <u>3.03%</u>                   | <u>\$ 2,378,073</u> | <u>3.27%</u>                   |

<sup>(1)</sup> Includes the impact of interest rate swaps and interest rate caps.

Our debt agreements contain various covenants, restrictions and events of default. Certain agreements require us to maintain certain financial ratios and minimum net worth and impose certain limits on our ability to incur indebtedness, create liens and make investments or acquisitions. As of December 31, 2022, we were in compliance in all material respects with all of the covenants under our debt agreements.

## 12. Derivative Instruments

We are exposed to, among other risks, the impact of changes in foreign currency exchange rates as a result of our non-U.S. investments and interest rate risk related to our capital structure. Our risk management program is designed to manage the exposure and volatility arising from these risks, and utilizes foreign currency forward contracts, cross currency swap contracts, interest rate swaps, interest rate locks and debt issued in foreign currencies to offset a portion of these risks.

### *Foreign Currency Forward Contracts Designated as Cash Flow Hedges*

For instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is deferred as a component of other comprehensive income (“OCI”) and reclassified into earnings in the same period or periods, during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in earnings.

### *Cash Flow Hedges and Fair Value Hedges of Interest Rate Risk*

We enter into interest rate swaps in order to maintain a capital structure containing targeted amounts of fixed and floating-rate debt and manage interest rate risk. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for our fixed-rate payments. These interest rate swap agreements are used to hedge the variable cash flows associated with variable-rate debt.

Interest rate swaps designated as fair value hedges involve the receipt of fixed amounts from a counterparty in exchange for our variable-rate payments. These interest rate swap agreements hedge the exposure to changes in the fair value of fixed-rate debt attributable to changes in the designated benchmark interest rate. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative instrument, as well as the offsetting loss or gain on the hedged item attributable to the hedged risk, are recognized in earnings. We record the gain or loss on the hedged items in interest expense, the same line item as the offsetting loss or gain on the related interest rate swaps. In March 2022, we entered into a fixed to floating swap in connection with our March senior note issuance. The carrying amount of the notes, exclusive of the hedge, is \$545,381,000. The fair value of the swap as of December 31, 2022 was (\$55,727,000) and was recorded as a derivative liability with an offset to senior unsecured notes on our Consolidated Balance Sheets.

Periodically, we enter into and designate interest rate locks to partially hedge the risk of changes in interest payments attributable to increases in the benchmark interest rate during the period leading up to the probable issuance of fixed-rate debt. We designate our interest rate locks as cash flow hedges. Gains and losses when we settle our interest rate locks are amortized into earnings over the life of the related debt, except where a material amount is deemed to be ineffective, which would be immediately recognized in the Consolidated Statements of Comprehensive Income. Approximately \$2,562,000 of losses, which are included in OCI, are expected to be reclassified into earnings in the next 12 months.

### *Foreign Currency Forward Contracts and Cross Currency Swap Contracts Designated as Net Investment Hedges*

We use foreign currency forward and cross currency forward swap contracts to hedge a portion of the net investment in foreign subsidiaries against fluctuations in foreign exchange rates. For instruments that are designated and qualify as net investment hedges, the variability in the foreign currency to U.S. Dollar of the instrument is recorded as a cumulative translation adjustment component of OCI.

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During the years ended December 31, 2022, 2021, and 2020 we settled certain net investment hedges generating cash proceeds of \$61,853,000, and \$14,505,000, and necessitating cash payments of \$1,988,000, respectively. The balance of the cumulative translation adjustment will be reclassified to earnings if the hedged investment is sold or substantially liquidated.

*Derivative Contracts Undesignated*

We use foreign currency exchange contracts to manage existing exposures to foreign currency exchange risk. Gains and losses resulting from the changes in fair value of these instruments are recorded in interest expense on the Consolidated Statements of Comprehensive Income, and are substantially offset by net revaluation impacts on foreign currency denominated balance sheet exposures. In addition, we have several interest rate cap contracts related to variable rate secured debt agreements. Gains and losses resulting from the changes in fair values of these instruments are also recorded in interest expense.

*Equity Warrants*

We received equity warrants through our lending activities further described in Note 7, which were accounted for as loan origination fees. The warrants provide us the right to participate in the capital appreciation of HC-One Group real estate portfolio above a designated price upon liquidation and contain net settlement terms qualifying as derivatives under ASC Topic 815. The warrants are classified within receivables and other assets on our Consolidated Balance Sheets. These warrants are measured at fair value with changes in fair value being recognized within gain (loss) on derivatives and financial instruments in our Consolidated Statements of Comprehensive Income.

The following presents the notional amount of derivatives and other financial instruments as of the dates indicated (in thousands):

|  | December 31, 2022 | December 31, 2021 |
|--|-------------------|-------------------|
| Derivatives designated as net investment hedges:           |                   |                   |
| Denominated in Canadian Dollars                            | \$ 1,075,000      | \$ 675,000        |
| Denominated in Pound Sterling                              | £ 1,890,708       | £ 1,904,708       |
| Financial instruments designated as net investment hedges: |                   |                   |
| Denominated in Canadian Dollars                            | \$ 250,000        | \$ 250,000        |
| Denominated in Pound Sterling                              | £ 1,050,000       | £ 1,050,000       |
| Interest rate swaps designated as cash flow hedges:        |                   |                   |
| Denominated in U.S. Dollars <sup>(1)</sup>                 | \$ 25,000         | \$ 25,000         |
| Interest rate swaps designated as fair value hedges:       |                   |                   |
| Denominated in U.S. Dollars                                | \$ 550,000        | \$ —              |
| Derivative instruments not designated:                     |                   |                   |
| Interest rate caps denominated in U.S. Dollars             | \$ 26,137         | \$ 26,137         |
| Forward sales contracts denominated in Canadian Dollars    | \$ 80,000         | \$ 80,000         |

<sup>(1)</sup> At December 31, 2022 the maximum maturity date was November 1, 2023.

The following presents the impact of derivative instruments on the Consolidated Statements of Comprehensive Income for the periods presented (in thousands):

| Description  | Location  | Year Ended        |                   |                   |
|--|---|-------------------|-------------------|-------------------|
|  |   | December 31, 2022 | December 31, 2021 | December 31, 2020 |
| Gain (loss) on derivative instruments designated as hedges recognized in income            | Interest expense  | \$ 28,894         | \$ 23,133         | \$ 22,698         |
| Gain (loss) on derivative instruments not designated as hedges recognized in income        | Interest expense  | \$ 4,255          | \$ (433)          | \$ (5,982)        |
| Gain (loss) on equity warrants recognized in income  | Gain (loss) on derivatives and financial instruments, net | \$ (6,837)        | \$ 10,361         | \$ —              |
| Gain (loss) on derivative and financial instruments designated as hedges recognized in OCI | OCI   | \$ 442,620        | \$ 79,702         | \$ (134,369)      |

**13. Commitments and Contingencies**

At December 31, 2022, we had 21 outstanding letter of credit obligations totaling \$68,217,000 and expiring during 2023. At December 31, 2022, we had outstanding construction in progress of \$1,021,080,000 and were committed to providing additional funds of approximately \$1,883,449,000 to complete construction. Additionally, at December 31, 2022, we had outstanding investments classified as in substance real estate of \$649,267,000 and were committed to provide additional funds of \$171,851,000 (see Note 8 for additional information). Purchase obligations include \$41,049,000 of contingent purchase obligations to fund capital improvements. Rents due from the tenants are increased to reflect the additional investment in the property.

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**14. Stockholders' Equity**

The following is a summary of our stockholders' equity capital accounts as of the dates indicated:

|                                    | <u>December 31, 2022</u> | <u>December 31, 2021</u> |
|------------------------------------|--------------------------|--------------------------|
| Preferred Stock, \$1.00 par value: |                          |                          |
| Authorized shares                  | 50,000,000               | 50,000,000               |
| Issued shares                      | —                        | —                        |
| Outstanding shares                 | —                        | —                        |
| Common Stock, \$1.00 par value:    |                          |                          |
| Authorized shares                  | 700,000,000              | 700,000,000              |
| Issued shares                      | 492,283,488              | 448,998,438              |
| Outstanding shares                 | 490,508,937              | 447,239,477              |

*Common Stock*

In April 2022, we entered into an amended and restated equity distribution agreement whereby we can offer and sell up to \$3,000,000,000 aggregate amount of our common stock ("ATM Program"). The ATM Program also allows us to enter into forward sale agreements. During the year ended December 31, 2022, we physically settled all of our outstanding forward sale agreements for cash proceeds of \$3,667,691,000. As of December 31, 2022, we had \$1,150,203,000 of remaining capacity under the ATM Program.

On May 1, 2020, our Board of Directors authorized a share repurchase program whereby we may repurchase up to \$1 billion of common stock through December 31, 2021. On November 7, 2022, our Board of Directors approved a follow on share repurchase program for up to \$3 billion of common stock (the "Stock Repurchase Program"). Under the Stock Repurchase Program, we are not required to purchase shares but may choose to do so in the open market or through privately-negotiated transactions, through block trades, by effecting a tender offer, by way of an accelerated share repurchase program, through the purchase of call options or the sale of put options, or otherwise, or by any combination of the foregoing. We expect to finance any share repurchases using available cash and may use proceeds from borrowings or debt offerings. The Stock Repurchase Program has no expiration date and does not obligate us to repurchase any specific number of shares. During the year ended December 31, 2020, we repurchased 201,947 shares at an average price of \$37.89 per share. We did not repurchase any shares of our common stock during the years ended December 31, 2021 or December 31, 2022.

The following is a summary of our common stock issuances during the periods indicated (dollars in thousands, except shares and average price amounts):

|  | <u>Shares Issued</u> | <u>Average Price</u> | <u>Gross Proceeds</u> | <u>Net Proceeds</u> |
|--|----------------------|----------------------|-----------------------|---------------------|
| 2020 Dividend reinvestment plan issuances      | 264,153              | \$ 72.33             | \$ 19,105             | \$ 19,105           |
| 2020 Option exercises                          | 251                  | 47.81                | 12                    | 12                  |
| 2020 ATM Program issuances                     | 6,799,978            | 86.48                | 588,072               | 576,196             |
| 2020 Stock incentive plans, net of forfeitures | 281,552              |                      | —                     | —                   |
| 2020 Totals                                    | <u>7,345,934</u>     |                      | <u>\$ 607,189</u>     | <u>\$ 595,313</u>   |
| 2021 Option exercises                          | 338                  | \$ 56.21             | \$ 19                 | \$ 19               |
| 2021 ATM Program issuances                     | 29,667,348           | 80.41                | 2,385,683             | 2,348,182           |
| 2021 Stock incentive plans, net of forfeitures | 171,189              |                      | —                     | —                   |
| 2021 Totals                                    | <u>29,838,875</u>    |                      | <u>\$ 2,385,702</u>   | <u>\$ 2,348,201</u> |
| 2022 Option exercises                          | 2,433                | \$ 67.00             | \$ 163                | \$ 163              |
| 2022 ATM Program issuances                     | 43,092,888           | 86.23                | 3,715,971             | 3,667,691           |
| 2022 Redemption of OP Units and DownREIT Units | 5,498                |                      | —                     | —                   |
| 2022 Stock incentive plans, net of forfeitures | 168,641              |                      | —                     | —                   |
| 2022 Totals                                    | <u>43,269,460</u>    |                      | <u>\$ 3,716,134</u>   | <u>\$ 3,667,854</u> |

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*Dividends*

During the year ended December 31, 2020, we declared a reduced cash dividend beginning with the quarter ended March 31, 2020. Please refer to Note 19 for information related to federal income tax of dividends. The following is a summary of our dividend payments (in thousands, except per share amounts):

|              | Year Ended        |              |                   |              |                   |              |
|--------------|-------------------|--------------|-------------------|--------------|-------------------|--------------|
|              | December 31, 2022 |              | December 31, 2021 |              | December 31, 2020 |              |
|              | Per Share         | Amount       | Per Share         | Amount       | Per Share         | Amount       |
| Common stock | \$ 2.44           | \$ 1,133,182 | \$ 2.44           | \$ 1,037,194 | \$ 2.70           | \$ 1,120,187 |

*Accumulated Other Comprehensive Income*

The following is a summary of accumulated other comprehensive income/(loss) for the periods presented (in thousands):

|   | December 31, 2022   | December 31, 2021   |
|---|---------------------|---------------------|
| Foreign currency translation                              | \$ (1,115,317)      | \$ (674,306)        |
| Derivative and financial instruments designated as hedges | 995,610             | 552,990             |
| Total accumulated other comprehensive income (loss)       | <u>\$ (119,707)</u> | <u>\$ (121,316)</u> |

**15. Stock Incentive Plans**

In March 2022, our Board of Directors approved the 2022 Long-Term Plan ("2022 Plan"), which authorizes up to 10,000,000 shares of common stock to be issued at the discretion of the Compensation Committee of the Board of Directors. Awards granted after March 28, 2022 will be issued out of the 2022 Plan. The awards granted under the 2016 Long-Term Incentive Plan continue to vest and options expire ten years from the date of grant. Our non-employee directors, officers and key employees are eligible to participate in the 2022 Plan. The 2022 Plan allows for the issuance of, among other things, stock options, stock appreciation rights, restricted stock, deferred stock units, performance units, and dividend equivalent rights. Vesting periods for options, deferred stock units and restricted shares generally range from three to five years. Options expire ten years from the date of grant.

Under our long-term incentive plan, certain restricted stock awards are market, performance and time-based. For market and performance based awards, we will grant a target number of restricted stock units, with the ultimate award determined by the total shareholder return and operating performance metrics, measured in each case over a measurement period of three to four years. Performance based awards vest after the end of the performance periods. The expected term represents the period from the grant date to the end of the performance period. Compensation expense for performance based awards is measured based on the probability of achievement of certain performance goals and is recognized over the performance period. For the portion of the grant for which the award is determined by the operating performance metrics, the compensation cost is based on the grant date closing price and management's estimate of corporate achievement of the financial metrics. If the estimated number of performance based restricted stock to be earned changes, an adjustment will be recorded to recognize the accumulated difference between the revised and previous estimates. For the portion of the grant determined by the total shareholder return ("TSR"), management used a Monte Carlo model to assess the fair value and compensation cost. For time based awards, the fair value of the restricted stock is equal to the market price of the Company's common stock on the date of grant and is amortized over the vesting periods. For purposes of measuring stock-based compensation expense, we consider whether an adjustment to the observable market price is necessary to reflect material nonpublic information that is known to us at the time the award is granted. No adjustments were deemed necessary for the years ended December 31, 2022, 2021, or 2020. Forfeitures are accounted for as they occur.

The following table summarizes compensation expense recognized for the periods presented (in thousands):

|                            | Year Ended December 31, |                  |                  |
|----------------------------|-------------------------|------------------|------------------|
|                            | 2022                    | 2021             | 2020             |
| Stock options              | \$ 2,378                | \$ 1,088         | \$ —             |
| Restricted stock           | 23,771                  | 16,724           | 28,318           |
| Total compensation expense | <u>\$ 26,149</u>        | <u>\$ 17,812</u> | <u>\$ 28,318</u> |

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*Stock Options*

The following is a summary of time-based stock option activity in 2022:

|                                     | Shares         | Weighted Average<br>Exercise Price | Weighted Average Remaining<br>Contractual Life (years) | Intrinsic Value<br>(\$000's) |
|-------------------------------------|----------------|------------------------------------|--|------------------------------|
| Outstanding as of December 31, 2021 | 311,306        | \$ 67.17                           |  |                              |
| Options granted                     | 256,716        | 86.23                              |  |                              |
| Options exercised                   | (2,433)        | 67.17                              |  |                              |
| Options forfeited                   | (14,074)       | 76.02                              |  |                              |
| Options expired                     | —              | —                                  |  |                              |
| Outstanding as of December 31, 2022 | <u>551,515</u> | \$ 75.82                           | 8.76   | \$ —                         |
| Exercisable as of December 31, 2022 | 75,383         | \$ 67.17                           | 8.50   | \$ —                         |

The Company used the Black-Scholes Option Pricing model to determine the grant date fair value of time-based options. The weighted-average assumptions used are as follows:

|                                     | 2022    |
|-------------------------------------|---------|
| Dividend yield                      | 2.83%   |
| Estimated volatility <sup>(1)</sup> | 32.84%  |
| Risk free rate                      | 1.61%   |
| Expected life of options            | 6 years |
| Estimated fair value                | \$21.15 |

<sup>(1)</sup> Estimated volatility is using 50% historical volatility and 50% implied volatility.

As of December 31, 2022, there was \$6,269,000 of total unrecognized compensation expense related to unvested time-based stock options that is expected to be recognized over a weighted-average period of three years.

During December 2021, we granted 832,356 performance-based stock options at a weighted average exercise price of \$83.44. During the year ended December 31, 2022, 7,140 options were forfeited resulting in 825,216 outstanding and non-vested options at December 31, 2022. The grant date fair value of \$20.31 was estimated on the date of grant using the Black-Scholes option pricing model. These options have a performance condition based on a Funds From Operations goal measured over the performance period of January 1, 2022 to December 31, 2024. These awards vest over two years after the end of the performance period, with a portion vesting immediately at the end of the performance period. Compensation expense is measured based on the probability of achievement of the performance goal and is recognized over both the performance period and vesting period. At December 31, 2022, the performance goal is not probable of being achieved.

*Restricted Stock*

During January 2022, we granted 936,915 performance-based restricted stock awards under the terms of an Out Performance Program ("OPP"), all of which were outstanding and non-vested at December 31, 2022. The grant date fair value of \$27.60 was estimated on the date of grant using a Monte Carlo model. These awards have performance conditions based on a Funds From Operations goal and absolute and relative TSR goals measured over the performance period of January 1, 2022 to December 31, 2025. These awards vest after the end of the performance period. Compensation expense is measured based on the probability of achievement of the performance goals and is recognized over the performance period. At December 31, 2022, the performance goals are not probable of being achieved.

The following is a summary of the status of our non-vested restricted stock (including market, performance, and time-based awards, and excluding OPP awards) as of December 31, 2022, and changes during the year ended December 31, 2022:

|  | Restricted Stock |   |
|--|------------------|---|
|  | Number of Shares | Weighted-Average<br>Grant Date Fair Value |
| Non-vested at December 31, 2021                      | 566,227          | \$ 76.28                                  |
| Vested   | (168,275)        | 82.78                                     |
| Granted  | 303,566          | 98.49                                     |
| Change in awards based on performance <sup>(1)</sup> | 120,959          | 82.42                                     |
| Forfeited or expired                                 | (19,150)         | 83.56                                     |
| Non-vested at December 31, 2022                      | <u>803,327</u>   | <u>\$ 84.78</u>                           |

<sup>(1)</sup> Represents the change in number of market and performance based awards earned based on performance achievement.

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We used a Monte Carlo model to assess the compensation cost associated with the portion of the market awards granted for which achievement will be determined using total shareholder return measures. The model also considers a post-vesting holding period. The weighted-average assumptions used are as follows:

|  |                 |
|--|-----------------|
|  | 2022            |
| Dividend yield   | 2.83%           |
| Estimated volatility over the life of the plan <sup>(1)</sup>                            | 26.31% - 56.62% |
| Risk free rate   | 0.08% - 1.20%   |
| Estimated market based performance award value based on total shareholder return measure | \$111.27        |

<sup>(1)</sup> Estimated volatility over the life of the plan is using 50% historical volatility and 50% implied volatility.

As of December 31, 2022, there was \$27,943,000 of total unrecognized compensation expense related to unvested restricted stock that is expected to be recognized over a weighted-average period of two years.

*Defined Contribution Plan*

We sponsor a 401(k) plan which is available to substantially all U.S. employees. We match a percentage of employee contributions up to 5% of an employee's wages and provide a discretionary profit sharing contribution calculated as a percentage of eligible compensation. We recognized expense of \$3,984,000, \$3,477,000 and \$3,323,000 during the years ended December 31, 2022, 2021 and 2020, respectively, related to this plan.

**16. Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

|   | Year Ended December 31, |            |            |
|---|-------------------------|------------|------------|
|   | 2022                    | 2021       | 2020       |
| Numerator for basic earnings per share - net income attributable to common stockholders | \$ 141,214              | \$ 336,138 | \$ 978,844 |
| Adjustment for net income (loss) attributable to OP Units and DownREIT Units            | 165                     | (3,020)    | (6,146)    |
| Numerator for diluted earnings per share  | \$ 141,379              | \$ 333,118 | \$ 972,698 |
| Denominator for basic earnings per share - weighted average shares                      | 462,185                 | 424,976    | 415,451    |
| Effect of dilutive securities:  |                         |            |            |
| Employee stock options  | 20                      | —          | —          |
| Non-vested restricted shares  | 1,058                   | 447        | 519        |
| OP Units and DownREIT Units   | 1,865                   | 1,396      | 1,396      |
| Employee stock purchase program   | 30                      | 22         | 21         |
| Dilutive potential common shares  | 2,973                   | 1,865      | 1,936      |
| Denominator for diluted earnings per share - adjusted weighted average shares           | 465,158                 | 426,841    | 417,387    |
| Basic earnings per share  | \$ 0.31                 | \$ 0.79    | \$ 2.36    |
| Diluted earnings per share  | \$ 0.30                 | \$ 0.78    | \$ 2.33    |

As of December 31, 2021, outstanding forward sales agreements for the sale of 5,187,250 shares were not included in the computation of diluted earnings per share because such forward sales were anti-dilutive for the period. There were no outstanding forward sale agreements as of December 31, 2022 or December 31, 2020. Employee stock options were anti-dilutive for 2021 and 2020.

**17. Disclosure about Fair Value of Financial Instruments**

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A three-level valuation hierarchy exists for disclosures of fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined below:



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- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

*Mortgage Loans, Other Real Estate Loans and Non-real Estate Loans Receivable* — The fair value of mortgage loans, other real estate loans and non-real estate loans receivable is generally estimated by using Level 2 and Level 3 inputs such as discounting the estimated future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

*Cash and Cash Equivalents and Restricted Cash* — The carrying amount approximates fair value.

*Equity Securities* — Equity securities are recorded at their fair value based on Level 1 publicly available trading prices.

*Equity Warrants* — The fair value of equity warrants is estimated using Level 3 inputs and includes data points such as enterprise value of the underlying HC-One Group real estate portfolio, marketability discount for private company warrants, dividend yield, volatility and risk-free rate. The enterprise value is driven by projected cash flows, weighted average cost of capital and a terminal capitalization rate.

*Borrowings Under Primary Unsecured Credit Facility and Commercial Paper Program* — The carrying amount of the primary unsecured credit facility and commercial paper program approximates fair value because the borrowings are interest rate adjustable.

*Senior Unsecured Notes* — The fair value of the senior unsecured notes payable was estimated based on Level 1 publicly available trading prices. The carrying amount of the variable rate senior unsecured notes approximates fair value because they are interest rate adjustable.

*Secured Debt* — The fair value of fixed rate secured debt is estimated using Level 2 inputs by discounting the estimated future cash flows using the current rates at which similar loans would be made with similar credit ratings and for the same remaining maturities. The carrying amount of variable rate secured debt approximates fair value because the borrowings are interest rate adjustable.

*Foreign Currency Forward Contracts, Interest Rate Swaps and Cross Currency Swaps* — Foreign currency forward contracts, interest rate swaps and cross currency swaps are recorded in other assets or other liabilities on the balance sheet at fair value that is derived from observable market data, including yield curves and foreign exchange rates.

*Redeemable DownREIT Unitholder Interests* — Our redeemable DownREIT unitholder interests are recorded on the balance sheet at fair value using Level 2 inputs unless the fair value is below the initial amount, in which case the redeemable DownREIT unitholder interests are recorded at the initial amount adjusted for distributions to the unitholders and income or loss attributable to the unitholders. The fair value is measured using the closing price of our common stock, as units may be redeemed at the election of the holder for cash or, at our option, one share of our common stock per unit, subject to adjustment in certain circumstances.

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The carrying amounts and estimated fair values of our financial instruments are as follows (in thousands):

|   | December 31, 2022  |               | December 31, 2021  |               |
|---|--------------------|---------------|--------------------|---------------|
|   | Carrying<br>Amount | Fair<br>Value | Carrying<br>Amount | Fair<br>Value |
| <b>Financial assets:</b>  |                    |               |                    |               |
| Mortgage loans receivable   | \$ 697,906         | \$ 739,159    | \$ 877,102         | \$ 932,552    |
| Other real estate loans receivable  | 192,938            | 190,977       | 191,579            | 193,999       |
| Equity securities   | 111                | 111           | 1,608              | 1,608         |
| Cash and cash equivalents   | 631,681            | 631,681       | 269,265            | 269,265       |
| Restricted cash   | 90,611             | 90,611        | 77,490             | 77,490        |
| Non-real estate loans receivable  | 289,168            | 277,601       | 223,627            | 241,544       |
| Foreign currency forward contracts, interest rate swaps<br>and cross currency swaps | 191,357            | 191,357       | 7,205              | 7,205         |
| Equity warrants   | 30,436             | 30,436        | 41,909             | 41,909        |
| <b>Financial liabilities:</b>   |                    |               |                    |               |
| Borrowings under unsecured credit facility and<br>commercial paper program          | \$ —               | \$ —          | \$ 324,935         | \$ 324,935    |
| Senior unsecured notes  | 12,437,273         | 11,381,873    | 11,613,758         | 13,139,748    |
| Secured debt  | 2,110,815          | 2,054,889     | 2,192,261          | 2,252,107     |
| Foreign currency forward contracts, interest rate swaps<br>and cross currency swaps | 55,727             | 55,727        | 39,296             | 39,296        |
| Redeemable DownREIT unitholder interests  | \$ 75,355          | \$ 75,355     | \$ 153,098         | \$ 153,098    |

*Items Measured at Fair Value on a Recurring Basis*

The market approach is utilized to measure fair value for our financial assets and liabilities reported at fair value on a recurring basis. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The following summarizes items measured at fair value on a recurring basis (in thousands):

|   | Fair Value Measurements as of December 31, 2022 |               |                   |                  |
|---|---|---------------|-------------------|------------------|
|   | Total   | Level 1       | Level 2           | Level 3          |
| Equity securities   | \$ 111  | \$ 111        | \$ —              | \$ —             |
| Equity warrants   | 30,436  | —             | —                 | 30,436           |
| Foreign currency forward contracts, interest rate swaps and<br>cross currency swaps, net asset (liability) <sup>(1)</sup> | 135,630   | —             | 135,630           | —                |
| <b>Totals</b>   | <b>\$ 166,177</b>                               | <b>\$ 111</b> | <b>\$ 135,630</b> | <b>\$ 30,436</b> |

<sup>(1)</sup> Please see Note 12 for additional information.

The following table summarizes the change in fair value for equity warrants using unobservable Level 3 inputs for the years presented (in thousands):

|                           | Years Ended       |                   |
|---------------------------|-------------------|-------------------|
|                           | December 31, 2022 | December 31, 2021 |
| Beginning balance         | \$ 41,909         | \$ —              |
| Warrants acquired         | —                 | 32,419            |
| Mark-to-market adjustment | (6,837)           | 10,361            |
| Foreign currency          | (4,636)           | (871)             |
| <b>Ending balance</b>     | <b>\$ 30,436</b>  | <b>\$ 41,909</b>  |

The most significant assumptions utilized in the valuation of the equity warrants are the cash flows of the underlying HC-One Group enterprise, as well as the terminal capitalization rate of 10.5%.

*Items Measured at Fair Value on a Nonrecurring Basis*

In addition to items that are measured at fair value on a recurring basis, we also have assets and liabilities in our balance sheet that are measured at fair value on a nonrecurring basis that are not included in the tables above. Assets, liabilities and noncontrolling interests that are measured at fair value on a nonrecurring basis include those acquired or assumed. Asset impairments (if applicable, see Note 5 for impairments of real property and Note 7 for impairments of loans receivable) are also measured at fair value on a nonrecurring basis. We have determined that the fair value measurements included in each of these

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assets and liabilities rely primarily on company-specific inputs and our assumptions about the use of the assets and settlement of liabilities, as observable inputs are not available. As such, we have determined that each of these fair value measurements generally resides within Level 3 of the fair value hierarchy. We estimate the fair value of real estate and related intangibles using the income approach and unobservable data such as net operating income and estimated capitalization and discount rates. We also consider local and national industry market data including comparable sales, and commonly engage an external real estate appraiser to assist us in our estimation of fair value. We estimate the fair value of assets held for sale based on current sales price expectations or, in the absence of such price expectations, Level 3 inputs described above. We estimate the fair value of loans receivable using projected payoff valuations based on the expected future cash flows and/or the estimated fair value of collateral, net of sales costs, if the repayment of the loan is expected to be provided solely by the collateral. We estimate the fair value of secured debt assumed in asset acquisitions using current interest rates at which similar borrowings could be obtained on the transaction date.

**18. Segment Reporting**

We invest in seniors housing and health care real estate. We evaluate our business and make resource allocations on our three operating segments: Seniors Housing Operating, Triple-net and Outpatient Medical. Our Seniors Housing Operating properties include seniors apartments, assisted living, independent living/continuing care retirement communities, independent supportive living communities (Canada), care homes with and without nursing (U.K.) and combinations thereof that are owned and/or operated through RIDEA structures (see Note 19). Our Triple-net properties include the property types described above as well as long-term/post-acute care facilities. Under the Triple-net segment, we invest in seniors housing and health care real estate through acquisition and financing of primarily single tenant properties. Properties acquired are primarily leased under triple-net leases and we are not involved in the management of the property. Our Outpatient Medical properties are typically leased to multiple tenants and generally require a certain level of property management by us.

We evaluate performance based upon consolidated NOI of each segment. We define NOI as total revenues, including tenant reimbursements, less property operating expenses. We believe NOI provides investors relevant and useful information as it measures the operating performance of our properties at the property level on an unleveraged basis. We use NOI to make decisions about resource allocations and to assess the property level performance of our properties.

Non-segment revenue consists mainly of interest income on cash investments recorded in other income. Non-segment assets consist of corporate assets including cash, deferred loan expenses and corporate offices and equipment among others. Non-property specific revenues and expenses are not allocated to individual segments in determining NOI.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 2). The results of operations for all acquisitions described in Note 3 are included in our consolidated results of operations from the acquisition dates and are components of the appropriate segments. All inter-segment transactions are eliminated.

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Summary information for the reportable segments (which excludes unconsolidated entities) during the years ended December 31, 2022, 2021 and 2020 is as follows (in thousands):

| Year Ended December 31, 2022:  | Seniors<br>Housing<br>Operating | Triple-net        | Outpatient<br>Medical | Non-segment /<br>Corporate | Total             |
|--|---------------------------------|-------------------|-----------------------|----------------------------|-------------------|
| Resident fees and services   | \$ 4,173,711                    | \$ —              | \$ —                  | \$ —                       | \$ 4,173,711      |
| Rental income  | —                               | 782,329           | 669,457               | —                          | 1,451,786         |
| Interest income  | 7,867                           | 142,402           | 302                   | —                          | 150,571           |
| Other income   | 63,839                          | 6,776             | 8,998                 | 4,934                      | 84,547            |
| Total revenues   | 4,245,417                       | 931,507           | 678,757               | 4,934                      | 5,860,615         |
| Property operating expenses  | 3,292,045                       | 44,483            | 205,997               | 16,245                     | 3,558,770         |
| Consolidated net operating income (loss)                                     | 953,372                         | 887,024           | 472,760               | (11,311)                   | 2,301,845         |
| Depreciation and amortization  | 854,800                         | 215,887           | 239,681               | —                          | 1,310,368         |
| Interest expense   | 34,833                          | 963               | 18,078                | 475,645                    | 529,519           |
| General and administrative expenses  | —                               | —                 | —                     | 150,390                    | 150,390           |
| Loss (gain) on derivatives and financial instruments, net                    | —                               | 8,334             | —                     | —                          | 8,334             |
| Loss (gain) on extinguishment of debt, net                                   | 386                             | 80                | 15                    | 199                        | 680               |
| Provision for loan losses, net   | 1,039                           | 9,289             | (8)                   | —                          | 10,320            |
| Impairment of assets   | 13,146                          | 3,595             | 761                   | —                          | 17,502            |
| Other expenses   | 66,026                          | 13,043            | 2,537                 | 20,064                     | 101,670           |
| Income (loss) from continuing operations before income taxes and other items | (16,858)                        | 635,833           | 211,696               | (657,609)                  | 173,062           |
| Income tax (expense) benefit   | —                               | —                 | —                     | (7,247)                    | (7,247)           |
| Income (loss) from unconsolidated entities                                   | (53,318)                        | 34,495            | (2,467)               | —                          | (21,290)          |
| Gain (loss) on real estate dispositions, net                                 | 5,794                           | 16,648            | (6,399)               | —                          | 16,043            |
| Income (loss) from continuing operations                                     | (64,382)                        | 686,976           | 202,830               | (664,856)                  | 160,568           |
| Net income (loss)  | <u>\$ (64,382)</u>              | <u>\$ 686,976</u> | <u>\$ 202,830</u>     | <u>\$ (664,856)</u>        | <u>\$ 160,568</u> |
| Total assets   | \$ 22,000,732                   | \$ 8,619,314      | \$ 6,614,887          | \$ 658,300                 | \$ 37,893,233     |

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| Year Ended December 31, 2021:  | Seniors<br>Housing<br>Operating | Triple-net        | Outpatient<br>Medical | Non-segment /<br>Corporate | Total             |
|--|---------------------------------|-------------------|-----------------------|----------------------------|-------------------|
| Resident fees and services   | \$ 3,197,223                    | \$ —              | \$ —                  | \$ —                       | \$ 3,197,223      |
| Rental income  | —                               | 761,441           | 613,254               | —                          | 1,374,695         |
| Interest income  | 4,231                           | 124,540           | 8,792                 | —                          | 137,563           |
| Other income   | 11,796                          | 4,603             | 13,243                | 2,992                      | 32,634            |
| Total revenues   | 3,213,250                       | 890,584           | 635,289               | 2,992                      | 4,742,115         |
| Property operating expenses  | 2,529,344                       | 49,462            | 186,939               | 8,817                      | 2,774,562         |
| Consolidated net operating income (loss)                                     | 683,906                         | 841,122           | 448,350               | (5,825)                    | 1,967,553         |
| Depreciation and amortization  | 593,565                         | 220,699           | 223,302               | —                          | 1,037,566         |
| Interest expense   | 39,327                          | 6,376             | 17,506                | 426,644                    | 489,853           |
| General and administrative expenses  | —                               | —                 | —                     | 126,727                    | 126,727           |
| Loss (gain) on derivatives and financial instruments, net                    | —                               | (7,333)           | —                     | —                          | (7,333)           |
| Loss (gain) on extinguishment of debt, net                                   | (2,628)                         | —                 | (4)                   | 52,506                     | 49,874            |
| Provision for loan losses, net   | 394                             | 10,339            | (3,463)               | —                          | 7,270             |
| Impairment of assets   | 22,317                          | 26,579            | 2,211                 | —                          | 51,107            |
| Other expenses   | 27,132                          | 4,189             | 2,523                 | 7,895                      | 41,739            |
| Income (loss) from continuing operations before income taxes and other items | 3,799                           | 580,273           | 206,275               | (619,597)                  | 170,750           |
| Income tax (expense) benefit   | —                               | —                 | —                     | (8,713)                    | (8,713)           |
| Income (loss) from unconsolidated entities                                   | (39,225)                        | 20,687            | (4,395)               | —                          | (22,933)          |
| Gain (loss) on real estate dispositions, net                                 | 6,146                           | 135,881           | 93,348                | —                          | 235,375           |
| Income (loss) from continuing operations                                     | (29,280)                        | 736,841           | 295,228               | (628,310)                  | 374,479           |
| Net income (loss)  | <u>\$ (29,280)</u>              | <u>\$ 736,841</u> | <u>\$ 295,228</u>     | <u>\$ (628,310)</u>        | <u>\$ 374,479</u> |
| Total assets   | \$ 18,851,999                   | \$ 9,710,194      | \$ 6,204,064          | \$ 144,068                 | \$ 34,910,325     |

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| Year Ended December 31, 2020:  | Seniors<br>Housing<br>Operating | Triple-net        | Outpatient<br>Medical | Non-segment /<br>Corporate | Total               |
|--|---------------------------------|-------------------|-----------------------|----------------------------|---------------------|
| Resident fees and services   | \$ 3,074,022                    | \$ —              | \$ —                  | \$ —                       | \$ 3,074,022        |
| Rental income  | —                               | 733,776           | 709,584               | —                          | 1,443,360           |
| Interest income  | 618                             | 62,625            | 5,913                 | —                          | 69,156              |
| Other income   | 7,223                           | 4,903             | 4,522                 | 2,781                      | 19,429              |
| Total revenues   | 3,081,863                       | 801,304           | 720,019               | 2,781                      | 4,605,967           |
| Property operating expenses  | 2,326,311                       | 53,183            | 214,948               | 3,381                      | 2,597,823           |
| Consolidated net operating income (loss)                                     | 755,552                         | 748,121           | 505,071               | (600)                      | 2,008,144           |
| Depreciation and amortization  | 544,462                         | 232,604           | 261,371               | —                          | 1,038,437           |
| Interest expense   | 54,901                          | 9,477             | 17,579                | 432,431                    | 514,388             |
| General and administrative expenses  | —                               | —                 | —                     | 128,394                    | 128,394             |
| Loss (gain) on derivatives and financial instruments, net                    | —                               | 11,049            | —                     | —                          | 11,049              |
| Loss (gain) on extinguishment of debt, net                                   | 12,659                          | —                 | 1,046                 | 33,344                     | 47,049              |
| Provision for loan losses, net   | 671                             | 90,563            | 3,202                 | —                          | 94,436              |
| Impairment of assets   | 100,741                         | 34,867            | —                     | —                          | 135,608             |
| Other expenses   | 14,265                          | 22,923            | 8,218                 | 24,929                     | 70,335              |
| Income (loss) from continuing operations before income taxes and other items | 27,853                          | 346,638           | 213,655               | (619,698)                  | (31,552)            |
| Income tax (expense) benefit   | —                               | —                 | —                     | (9,968)                    | (9,968)             |
| Income (loss) from unconsolidated entities                                   | (33,857)                        | 18,462            | 7,312                 | —                          | (8,083)             |
| Gain (loss) on real estate dispositions, net                                 | 328,249                         | 64,288            | 695,918               | —                          | 1,088,455           |
| Income (loss) from continuing operations                                     | 322,245                         | 429,388           | 916,885               | (629,666)                  | 1,038,852           |
| Net income (loss)  | <u>\$ 322,245</u>               | <u>\$ 429,388</u> | <u>\$ 916,885</u>     | <u>\$ (629,666)</u>        | <u>\$ 1,038,852</u> |

Our portfolio of properties and other investments are located in the United States, the United Kingdom and Canada. Revenues and assets are attributed to the country in which the property is physically located. The following is a summary of geographic information for the periods presented (dollars in thousands):

|                | Year Ended          |                |                     |                |                     |                |
|----------------|---------------------|----------------|---------------------|----------------|---------------------|----------------|
|                | December 31, 2022   |                | December 31, 2021   |                | December 31, 2020   |                |
|                | Amount              | %              | Amount              | %              | Amount              | %              |
| Revenues:      |                     |                |                     |                |                     |                |
| United States  | \$ 4,843,417        | 82.6 %         | \$ 3,766,707        | 79.4 %         | \$ 3,720,155        | 80.8 %         |
| United Kingdom | 558,308             | 9.5 %          | 552,650             | 11.7 %         | 451,399             | 9.8 %          |
| Canada         | 458,890             | 7.9 %          | 422,758             | 8.9 %          | 434,413             | 9.4 %          |
| Total          | <u>\$ 5,860,615</u> | <u>100.0 %</u> | <u>\$ 4,742,115</u> | <u>100.0 %</u> | <u>\$ 4,605,967</u> | <u>100.0 %</u> |

|                             | Year Ended          |                |                     |                |                     |                |
|-----------------------------|---------------------|----------------|---------------------|----------------|---------------------|----------------|
|                             | December 31, 2022   |                | December 31, 2021   |                | December 31, 2020   |                |
|                             | Amount              | %              | Amount              | %              | Amount              | %              |
| Resident fees and services: |                     |                |                     |                |                     |                |
| United States               | \$ 3,325,466        | 79.7 %         | \$ 2,389,257        | 74.7 %         | \$ 2,321,956        | 75.5 %         |
| United Kingdom              | 401,195             | 9.6 %          | 396,610             | 12.4 %         | 327,687             | 10.7 %         |
| Canada                      | 447,050             | 10.7 %         | 411,356             | 12.9 %         | 424,379             | 13.8 %         |
| Total                       | <u>\$ 4,173,711</u> | <u>100.0 %</u> | <u>\$ 3,197,223</u> | <u>100.0 %</u> | <u>\$ 3,074,022</u> | <u>100.0 %</u> |

|                | As of                |                |                      |                |
|----------------|----------------------|----------------|----------------------|----------------|
|                | December 31, 2022    |                | December 31, 2021    |                |
|                | Amount               | %              | Amount               | %              |
| Assets:        |                      |                |                      |                |
| United States  | \$ 31,740,907        | 83.8 %         | \$ 28,595,703        | 81.9 %         |
| United Kingdom | 3,476,793            | 9.2 %          | 3,938,258            | 11.3 %         |
| Canada         | 2,675,533            | 7.0 %          | 2,376,364            | 6.8 %          |
| Total          | <u>\$ 37,893,233</u> | <u>100.0 %</u> | <u>\$ 34,910,325</u> | <u>100.0 %</u> |

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**19. Income Taxes and Distributions**

We elected to be taxed as a REIT commencing with our first taxable year. To qualify as a REIT for federal income tax purposes, at least 90% of taxable income (excluding 100% of net capital gains) must be distributed to stockholders. REITs that do not distribute a certain amount of taxable income in the current year are also subject to a 4% federal excise tax. The main differences between undistributed net income for federal income tax purposes and financial statement purposes are the recognition of straight-line rent for reporting purposes, basis differences in acquisitions, recording of impairments, differing useful lives and depreciation and amortization methods for real property and the provision for loan losses for reporting purposes versus bad debt expense for tax purposes.

Cash distributions paid to common stockholders, for federal income tax purposes, are as follows for the periods presented:

|  | Year Ended December 31, |                  |                  |
|--|-------------------------|------------------|------------------|
|  | 2022                    | 2021             | 2020             |
| Per share:                                   |                         |                  |                  |
| Ordinary dividend <sup>(1)</sup>             | \$ 2.4400               | \$ 1.4828        | \$ 1.6389        |
| Long-term capital gain/(loss) <sup>(2)</sup> | —                       | 0.8371           | 1.0611           |
| Return of capital                            | —                       | 0.1201           | —                |
| Totals                                       | <u>\$ 2.4400</u>        | <u>\$ 2.4400</u> | <u>\$ 2.7000</u> |

<sup>(1)</sup> For the years ended December 31, 2022, 2021 and 2020, includes Section 199A dividends of \$2.4400, \$1.4828 and \$1.6389 respectively.

<sup>(2)</sup> For the years ended December 31, 2022, 2021 and 2020, includes Unrecaptured Section 1250 Gains of \$0.0000, \$0.4523 and \$0.3458, respectively.

Our consolidated provision for income tax expense (benefit) is as follows for the periods presented (in thousands):

|                              | Year Ended December 31, |                 |                 |
|------------------------------|-------------------------|-----------------|-----------------|
|                              | 2022                    | 2021            | 2020            |
| Current tax expense          | \$ 18,289               | \$ 10,199       | \$ 11,358       |
| Deferred tax benefit         | (11,042)                | (1,486)         | (1,390)         |
| Income tax expense (benefit) | <u>\$ 7,247</u>         | <u>\$ 8,713</u> | <u>\$ 9,968</u> |

REITs generally are not subject to U.S. federal income taxes on that portion of REIT taxable income or capital gain that is distributed to stockholders. For the tax year ended December 31, 2022, as a result of ownership of investments in Canada and the U.K., we were subject to foreign income taxes under the respective tax laws of these jurisdictions.

The provision for income taxes for the year ended December 31, 2022 primarily relates to state taxes, foreign taxes, and taxes based on income generated by entities that are structured as TRSs. For the tax years ended December 31, 2022, 2021 and 2020, the foreign tax provision/(benefit) amount included in the consolidated provision for income taxes was \$5,222,000, \$6,787,000 and \$5,777,000, respectively.

A reconciliation of income taxes, which is computed by applying the federal corporate tax rate for the years ended December 31, 2022, 2021 and 2020, to the income tax expense/(benefit) is as follows for the periods presented (in thousands):

|  | Year Ended December 31, |                 |                 |
|--|-------------------------|-----------------|-----------------|
|  | 2022                    | 2021            | 2020            |
| Tax at statutory rate on earnings from continuing operations before unconsolidated entities, noncontrolling interests and income taxes | \$ 35,241               | \$ 80,470       | \$ 220,252      |
| Increase (decrease) in valuation allowance <sup>(1)</sup>  | 30,237                  | 19,383          | 85,881          |
| Tax at statutory rate on earnings not subject to federal income taxes  | (75,729)                | (117,931)       | (300,196)       |
| Foreign permanent depreciation   | 2,033                   | 1,449           | 1,504           |
| Other differences  | 15,465                  | 25,342          | 2,527           |
| Totals   | <u>\$ 7,247</u>         | <u>\$ 8,713</u> | <u>\$ 9,968</u> |

<sup>(1)</sup> Excluding purchase price accounting.

**WELLTOWER INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Each TRS and foreign entity subject to income taxes is a tax paying component for purposes of classifying deferred tax assets and liabilities. The tax effects of taxable and deductible temporary differences, as well as tax asset/(liability) attributes, are summarized as follows for the periods presented (in thousands):

|   | Year Ended December 31, |                 |              |
|---|-------------------------|-----------------|--------------|
|   | 2022                    | 2021            | 2020         |
| Investments and property, primarily differences in investment basis, depreciation and amortization, the basis of land assets and the treatment of interests and certain costs | \$ (39,212)             | \$ (32,616)     | \$ (24,085)  |
| Operating loss and interest deduction carryforwards   | 254,852                 | 247,015         | 196,634      |
| Expense accruals and other  | 94,999                  | 53,367          | 72,459       |
| Valuation allowances  | (294,558)               | (264,321)       | (244,938)    |
| Net deferred tax assets (liabilities)   | <u>\$ 16,081</u>        | <u>\$ 3,445</u> | <u>\$ 70</u> |

On the basis of the evaluations performed as required by the codification, valuation allowances totaling \$294,558,000 were recorded on U.S. taxable REIT subsidiaries as well as entities in other jurisdictions to limit the deferred tax assets to the amount that we believe is more likely than not realizable. However, the amount of the deferred tax asset considered realizable could be adjusted if (i) estimates of future taxable income during the carryforward period are reduced or increased or (ii) objective negative evidence in the form of cumulative losses is no longer present (and additional weight may be given to subjective evidence such as our projections for growth). The valuation allowance rollforward is summarized as follows for the periods presented (in thousands):

|                   | Year Ended December 31, |                   |                   |
|-------------------|-------------------------|-------------------|-------------------|
|                   | 2022                    | 2021              | 2020              |
| Beginning balance | \$ 264,321              | \$ 244,938        | \$ 159,057        |
| Expense (benefit) | 30,237                  | 19,383            | 85,881            |
| Ending balance    | <u>\$ 294,558</u>       | <u>\$ 264,321</u> | <u>\$ 244,938</u> |

As a result of certain acquisitions, we are subject to corporate level taxes for any related asset dispositions that may occur during the five-year period immediately after such assets were owned by a C corporation (“built-in gains tax”). The amount of income potentially subject to this special corporate level tax is generally equal to the lesser of (i) the excess of the fair value of the asset over its adjusted tax basis as of the date it became a REIT asset, or (ii) the actual amount of gain. Some but not all gains recognized during this period of time could be offset by available net operating losses and capital loss carryforwards. During the year ended December 31, 2018, we acquired certain additional assets with built-in gains as of the date of acquisition that could be subject to the built-in gains tax if disposed of prior to the expiration of the applicable five-year period. We have not recorded a deferred tax liability as a result of the potential built-in gains tax based on our intentions with respect to such properties and available tax planning strategies.

Given the applicable statute of limitations, we generally are subject to audit by the Internal Revenue Service (“IRS”) for the year ended December 31, 2019 and subsequent years. The statute of limitations may vary in the states in which we own properties or conduct business. We do not expect to be subject to audit by state taxing authorities for any year prior to the year ended December 31, 2018. We are also subject to audit by the Canada Revenue Agency and provincial authorities generally for periods subsequent to May 2018 related to entities acquired or formed in connection with acquisitions, and by the U.K.’s HM Revenue & Customs for periods subsequent to August 2016 related to entities acquired or formed in connection with acquisitions.

At December 31, 2022, we had a net operating loss (“NOL”) carryforward related to the REIT of \$335,293,000. Due to our uncertainty regarding the realization of certain deferred tax assets, we have not recorded a deferred tax asset related to NOLs generated by the REIT. These amounts can be used to offset future taxable income (and/or taxable income for prior years if an audit determines that tax is owed), if any. The REIT will be entitled to utilize NOLs and tax credit carryforwards only to the extent that REIT taxable income exceeds our deduction for dividends paid. The NOL carryforwards generated through December 31, 2018 will expire through 2038. Beginning with the tax years after December 31, 2017, the law eliminates the NOL carryback period for REITs, replaces the 20-year NOL carryforward period with an indefinite carryforward period and, with respect to tax years beginning after 2020, limits the use of NOLs to 80% of taxable income.

At December 31, 2022 and 2021, we had an NOL carryforward related to Canadian entities of \$368,979,000 and \$316,821,000 respectively. These Canadian losses have a 20-year carryforward period. At December 31, 2022 and 2021, we had an NOL carryforward related to U.K. entities of \$184,779,000 and \$193,998,000 respectively. These U.K. losses do not have a finite carryforward period.



**WELLTOWER INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**20. Variable Interest Entities**

We have entered into joint ventures and have certain subsidiaries that are wholly owned by consolidated joint ventures which own certain seniors housing and outpatient medical assets which are deemed to be VIEs. We have concluded that we are the primary beneficiary of these VIEs based on a combination of operational control of the entities and the rights to receive residual returns or the obligation to absorb losses arising from the entities. Except for capital contributions associated with the initial entity formations, the entities have been and are expected to be funded from the ongoing operations of the underlying properties. Accordingly, such entities have been consolidated, and the table below summarizes the balance sheets of consolidated VIEs in the aggregate (in thousands):

|  | December 31, 2022 | December 31, 2021 |
|--|-------------------|-------------------|
| Assets:                                |                   |                   |
| Net real estate investments            | \$ 1,499,078      | \$ 445,776        |
| Cash and cash equivalents              | 15,582            | 9,964             |
| Receivables and other assets           | 9,949             | 7,617             |
| Total assets <sup>(1)</sup>            | \$ 1,524,609      | \$ 463,357        |
| Liabilities and equity:                |                   |                   |
| Secured debt                           | \$ 155,992        | \$ 163,519        |
| Lease liabilities                      | 1,329             | 1,324             |
| Accrued expenses and other liabilities | 28,417            | 12,394            |
| Total equity                           | 1,338,871         | 286,120           |
| Total liabilities and equity           | \$ 1,524,609      | \$ 463,357        |

<sup>(1)</sup> Note that assets of the consolidated VIEs can only be used to settle obligations relating to such VIEs. Liabilities of the consolidated VIEs represent claims against the specific assets of the VIEs.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

### **Item 9A. Controls and Procedures**

#### **Disclosure Controls and Procedures**

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report.

#### **Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2022 based on the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) in a report entitled Internal Control — Integrated Framework.

Based on this assessment, using the criteria above, management concluded that the Company's system of internal control over financial reporting was effective as of December 31, 2022.

The independent registered public accounting firm of Ernst & Young LLP, as auditors of the Company's consolidated financial statements, has issued an attestation report on the Company's internal control over financial reporting.

#### **Changes in Internal Control over Financial Reporting**

During the third quarter of 2022, we implemented new enterprise resource planning and corporate performance management systems. These implementations resulted in considerable changes to our processes and control environment, including modifications to existing applications, interfaces and reports. The new systems were used during the third and fourth quarter of 2022, and the new and modified processes and controls implemented were used to prepare our consolidated financial statements for the year ended December 31, 2022 included in this report. We will continue to monitor our internal control over financial reporting under the new systems, including evaluating the operating effectiveness of related key controls.

There were no other changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended) that occurred during the fourth quarter of the one-year period covered by this report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Welltower Inc.

### **Opinion on Internal Control Over Financial Reporting**

We have audited Welltower Inc. and subsidiaries' internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Welltower Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Welltower Inc. and subsidiaries as of December 31, 2022 and 2021, the related consolidated statements of comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and financial statement schedules listed in the index at Item 15(a) and our report dated February 21, 2023 expressed an unqualified opinion thereon.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Toledo, Ohio  
February 21, 2023

**Item 9B. Other Information**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is incorporated herein by reference to the information under the headings “Election of Directors,” “Corporate Governance,” “Executive Officers,” and “Security Ownership of Directors and Management and Certain Beneficial Owners — Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive proxy statement, which will be filed with the Securities and Exchange Commission (the “Commission”) prior to April 30, 2023.

We have adopted a Code of Business Conduct and Ethics that applies to our directors, officers and employees. The code is posted on the Internet at [www.welltower.com/investors/governance](http://www.welltower.com/investors/governance). Any amendment to, or waivers from, the code that relate to any officer or director of the company will be promptly disclosed on the Internet at [www.welltower.com](http://www.welltower.com).

In addition, the Board has adopted charters for the Audit, Compensation and Nominating/Corporate Governance Committees. These charters are posted on the Internet at [www.welltower.com/investors/governance](http://www.welltower.com/investors/governance). Please refer to “Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations – Executive Summary – Corporate Governance” in the Annual Report on Form 10-K for further discussion of corporate governance.

The information on our website is not incorporated by reference in this Annual Report on Form 10-K, and our web address is included as an inactive textual reference only.

**Item 11. Executive Compensation**

The information required by this Item is incorporated herein by reference to the information under the headings “Executive Compensation” and “Director Compensation” in our definitive proxy statement, which will be filed with the Commission prior to April 30, 2023.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated herein by reference to the information under the headings “Security Ownership of Directors and Management and Certain Beneficial Owners” and “Equity Compensation Plan Information” in our definitive proxy statement, which will be filed with the Commission prior to April 30, 2023.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

The information required by this Item is incorporated herein by reference to the information under the headings “Corporate Governance — Independence and Meetings” and “Security Ownership of Directors and Management and Certain Beneficial Owners — Certain Relationships and Related Transactions” in our definitive proxy statement, which will be filed with the Commission prior to April 30, 2023.

**Item 14. Principal Accounting Fees and Services**

The information required by this Item is incorporated herein by reference to the information under the heading “Ratification of the Appointment of the Independent Registered Public Accounting Firm” in our definitive proxy statement, which will be filed with the Commission prior to April 30, 2023.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

(a) 1. Our Consolidated Financial Statements are included in Part II, Item 8:

|  |    |
|--|----|
| Report of Independent Registered Public Accounting Firm (PCAOB ID: 42)                         | 77 |
| Consolidated Balance Sheets – December 31, 2022 and 2021                                       | 79 |
| Consolidated Statements of Comprehensive Income — Years ended December 31, 2022, 2021 and 2020 | 80 |
| Consolidated Statements of Equity — Years ended December 31, 2022, 2021 and 2020               | 82 |
| Consolidated Statements of Cash Flows — Years ended December 31, 2022, 2021 and 2020           | 83 |
| Notes to Consolidated Financial Statements   | 84 |

2. The following Financial Statement Schedules are included beginning on page 128

- III – Real Estate and Accumulated Depreciation
- IV – Mortgage Loans on Real Estate

All other schedules have been omitted because they are inapplicable or not required or the information is included elsewhere in the Consolidated Financial Statements or notes thereto.

3. Exhibits:

The exhibits listed below are either filed with this Form 10-K or incorporated by reference in accordance with Rule 12b-32 of the Securities Exchange Act of 1934.

- 2.1 Agreement and Plan of Merger, dated as of April 25, 2018, by and among the Company, Potomac Acquisition LLC, Quality Care Properties, Inc. and certain subsidiaries of Quality Care Properties, Inc. (filed with the Commission as Exhibit 2.1 to the Company's Form 8-K filed April 26, 2018 (File No. 001-08923), and incorporated herein by reference thereto).
- 2.2 Agreement and Plan of Merger, dated March 7, 2022, by and among Welltower Inc., WELL Merger Holdco Inc. and WELL Merger Holdco Sub Inc. (filed with the Commission as Exhibit 2.1 to the Company's Form 8-K filed March 7, 2022 (File No. 001-08923) and incorporated herein by reference thereto).
- 3.1(a) Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 10-K filed March 20, 2000 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(b) Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 10-K filed March 20, 2000 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(c) Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed June 13, 2003 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(d) Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.9 to the Company's Form 10-Q filed August 9, 2007 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(e) Certificate of Change of Location of Registered Office and of Registered Agent of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 10-Q filed August 6, 2010 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(f) Certificate of Designation of 6.50% Series I Cumulative Convertible Perpetual Preferred Stock of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed March 7, 2011 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(g) Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed May 10, 2011 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(h) Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed May 6, 2014 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(i) Certificate of Amendment of Second Restated Certificate of Incorporation of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed September 30, 2015 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(j) Amended and Restated Certificate of Incorporation of Welltower Inc. (filed with the Commission as Exhibit 3.1 to the Form 8-K12B filed April 1, 2022 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.1(k) Limited Liability Company Agreement of Welltower OP LLC, dated as of May 24, 2022 (filed with the Commission as Exhibit 3.2 to the Company's Form 8-K filed May 25, 2022 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.2(a) Seventh Amended and Restated By-laws of the Company (filed with the Commission as Exhibit 3.1 to the Company's Form 8-K filed May 6, 2019 (File No. 001-08923), and incorporated herein by reference thereto).
- 3.2(b) Amended and Restated Bylaws of Welltower Inc. (filed with the Commission as Exhibit 3.2 to the Form 8-K12B filed on April 1, 2022 (File No. 001-08923) and incorporated herein by reference thereto).
- 3.3 Certificate of Merger (filed with the Commission as Exhibit 3.3 to the Form 8-K12B filed April 1, 2022 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(a) Indenture, dated as of March 15, 2010, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.1 to the Company's Form 8-K filed March 15, 2010 (File No. 001-08923), and incorporated herein by reference thereto).

- 4.1(b) Supplemental Indenture No. 1, dated as of March 15, 2010, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed March 15, 2010 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(c) Amendment No. 1 to Supplemental Indenture No. 1, dated as of June 18, 2010, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.3 to the Company's Form 8-K filed June 18, 2010 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(d) Supplemental Indenture No. 5, dated as of March 14, 2011, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed March 14, 2011 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(e) Supplemental Indenture No. 7, dated as of December 6, 2012, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed December 11, 2012 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(f) Supplemental Indenture No. 8, dated as of October 7, 2013, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed October 9, 2013 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(g) Supplemental Indenture No. 9, dated as of November 20, 2013, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed November 20, 2013 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(h) Supplemental Indenture No. 10, dated as of November 25, 2014, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed November 25, 2014 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(i) Supplemental Indenture No. 11, dated as of May 26, 2015, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed May 27, 2015 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(j) Amendment No. 1 to Supplemental Indenture No. 11, dated as of October 19, 2015, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.3 to the Company's Form 8-K filed October 20, 2015 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(k) Supplemental Indenture No. 12, dated as of March 1, 2016, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed March 3, 2016 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(l) Supplemental Indenture No. 13, dated as of April 10, 2018, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed April 10, 2018 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(m) Supplemental Indenture No. 14, dated as of August 16, 2018, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.3 to the Company's Form 8-K filed August 16, 2018 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(n) Supplemental Indenture No. 15, dated as of February 15, 2019 between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed February 15, 2019 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(o) Supplemental Indenture No. 16, dated as of August 19, 2019, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.3 to the Company's Form 8-K filed August 19, 2019 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(p) Supplemental Indenture No. 17, dated as of December 16, 2019, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed December 16, 2019 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(q) Supplemental Indenture No. 18, dated as of June 30, 2020, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed June 30, 2020 (File No. 001-08923), and incorporated herein by reference thereto).

- 4.1(r) Supplemental Indenture No. 19, dated as of March 25, 2021, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.1 to the Company's Form 8-K filed on March 25, 2021 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(s) Supplemental Indenture No. 20, dated as of June 28, 2021, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.1 to the Company's Form 8-K filed on June 28, 2021 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(t) Supplemental Indenture No. 21, dated as of November 19, 2021, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.1 to the Company's Form 8-K filed on November 19, 2021 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(u) Supplemental Indenture No. 22, dated as of March 31, 2022, between the Company and The Bank of New York Mellon Trust Company, N.A. (filed with the Commission as Exhibit 4.2 to the Company's Form 8-K filed on March 31, 2022 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.1(v) Supplemental Indenture No. 23, dated as of April 1, 2022, among Welltower OP LLC and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the SEC as Exhibit 4.1 to Form 8-K12B filed April 1, 2022 (File No. 001-08923), and incorporated by reference thereto).
- 4.2 Form of Indenture for Senior Subordinated Debt Securities, among Welltower Inc., as issuer, Welltower OP LLC, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the Commission as Exhibit 4.2 to the Company's Form S-3 filed April 1, 2022 (File No. 333-264093), and incorporated herein by reference thereto).
- 4.3 Form of Indenture for Junior Subordinated Debt Securities, among Welltower Inc., as issuer, Welltower OP LLC, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the Commission as Exhibit 4.3 to the Company's Form S-3 filed April 1, 2022 (File No. 333-264093), and incorporated herein by reference thereto).
- 4.4 Form of Indenture for Senior Debt Securities, among Welltower OP LLC, as issuer, Welltower Inc., as guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the Commission as Exhibit 4.5 to the Company's Form S-3 filed April 1, 2022 (File No. 333-264093), and incorporated herein by reference thereto).
- 4.5 Form of Indenture for Senior Subordinated Debt Securities, among Welltower OP LLC, as issuer, Welltower Inc., as guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the Commission as Exhibit 4.6 to the Company's Form S-3 filed April 1, 2022 (File No. 333-264093), and incorporated herein by reference thereto).
- 4.6 Form of Indenture for Junior Subordinated Debt Securities, among Welltower OP LLC, as issuer, Welltower Inc., as guarantor and The Bank of New York Mellon Trust Company, N.A., as trustee (filed with the Commission as Exhibit 4.7 to the Company's Form S-3 filed April 1, 2022 (File No. 333-264093), and incorporated herein by reference thereto).
- 4.7(a) Indenture, dated as of November 25, 2015, by and among HCN Canadian Holdings-1 LP, the Company and BNY Trust Company of Canada (filed with the Commission as Exhibit 4.5(a) to the Company's Form 10-K filed February 18, 2016 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.7(b) Second Supplemental Indenture, dated as of December 20, 2019, by and among HCN Canadian Holdings-1 LP, the Company and BNY Trust Company of Canada (filed with the Commission as Exhibit 4.4(c) to the Company's Form 10-K filed February 14, 2020 (File No. 001-08923), and incorporated herein by reference thereto).
- 4.8 Description of Securities of the Registrant (filed with the Commission as Exhibit 4.5 to the Company's Form 10-K filed February 14, 2020 (File No. 001-08923), and incorporated herein by reference thereto).
- 10.1(a) Credit Agreement dated as of July 19, 2018 by and among the Company; the lenders listed therein; KeyBank National Association, as administrative agent, L/C issuer and a swingline lender; Bank of America, N.A. and JPMorgan Chase Bank, N.A., as co-syndication agents; Deutsche Bank Securities Inc., as documentation agent; Merrill Lynch, Pierce, Fenner & Smith Incorporated, JPMorgan Chase Bank, N.A., KeyBanc Capital Markets Inc. and Deutsche Bank Securities Inc., as U.S. joint lead arrangers; Merrill Lynch, Pierce, Fenner & Smith Incorporated, JPMorgan Chase Bank, N.A., KeyBanc Capital Markets Inc. and RBC Capital Markets, as Canadian joint lead arrangers; and Merrill Lynch, Pierce, Fenner & Smith Incorporated and JPMorgan Chase Bank, N.A., as joint book runners (filed with the Commission as Exhibit 10.1 to the Company's Form 8-K filed July 24, 2018 (File No. 001-08923), and incorporated herein by reference thereto).



- 10.1(b) First Amendment, dated April 26, 2019, to the Credit Agreement, dated as of July 19, 2018, by and among the Company; the lenders listed therein; KeyBank National Association, as administrative agent, L/C issuer and a swingline lender; Bank of America, N.A. and JPMorgan Chase Bank, N.A., as co-syndication agents; Deutsche Bank Securities Inc., as documentation agent; Merrill Lynch, Pierce, Fenner & Smith Incorporated, JPMorgan Chase Bank, N.A., KeyBanc Capital Markets Inc. and Deutsche Bank Securities Inc., as U.S. joint lead arrangers; Merrill Lynch, Pierce, Fenner & Smith Incorporated, JPMorgan Chase Bank, N.A., KeyBanc Capital Markets Inc. and RBC Capital Markets, as Canadian joint lead arrangers; and Merrill Lynch, Pierce, Fenner & Smith Incorporated and JPMorgan Chase Bank, N.A., as joint book runners (filed with the Commission as Exhibit 10.1 to the Company's Form 10-Q filed April 30, 2019 (File No. 001-08923), and incorporated herein by reference thereto).
- 10.1(c) Credit Agreement, dated as of June 4, 2021, by and among the Company; the lenders listed therein; KeyBank National Association, as administrative agent and L/C issuer; BofA Securities, Inc. and JPMorgan Chase Bank, N.A., as joint book runners; BofA Securities, Inc., JPMorgan Chase Bank, N.A., KeyBanc Capital Markets Inc. and Wells Fargo Securities LLC, as U.S. joint lead arrangers; BofA Securities, Inc., JPMorgan Chase Bank, N.A., KeyBanc Capital Markets Inc. and RBC Capital Markets, as Canadian joint lead arrangers; Bank of America, N.A. and JPMorgan Chase Bank, N.A., as co-syndication agents; Wells Fargo Bank, N.A., MUFG Bank, Ltd., Barclays Bank PLC, Citibank, N.A., Credit Agricole Corporate and Investment Bank, Deutsche Bank Securities Inc., Goldman Sachs Bank USA, Mizuho Bank, Ltd., Morgan Stanley Bank, N.A., PNC Bank, National Association and Royal Bank of Canada, as co-documentation agents; BNP Paribas, Capital One, National Association, Citizens Bank, N.A., Fifth Third Bank, National Association, The Huntington National Bank, Regions Bank, The Bank of Nova Scotia, Sumitomo Mitsui Banking Corporation, TD Bank, NA, Truist Bank and Bank of Montreal, as co-senior managing agents and Credit Agricole Corporate and Investment Bank, as sustainability structuring agent. (filed with the Commission as Exhibit 10.1 to the Company's 8-K filed June 8, 2021 (File No. 001-08923), and incorporated herein by reference thereto).
- 10.1(d) Consent and Amendment No. 1 to Credit Agreement, dated April 1, 2022, by and among Welltower Inc., Welltower OP Inc., the lenders and other financial institutions listed therein and KeyBank National Association, as administrative agent (filed with the Commission as Exhibit 10.1 to Form 8-K12B filed April 1, 2022 (File No. 001-08923), and incorporated herein by reference thereto).
- 10.1(e) Amendment No. 2 to Credit Agreement, dated June 15, 2022, by and among Welltower Inc., Welltower OP LLC, the lenders and other financial institutions listed therein and KeyBank National Association, as administrative agent (filed with the Commission as Exhibit 10.1 to the Company's Form 8-K filed June 16, 2022 (File No. 001-08923) and incorporated by reference herein).
- 10.2 Form of Indemnification Agreement between the Company and each director, executive officer and officer of the Company (filed with the Commission as Exhibit 10.1 to the Company's Form 8-K filed February 18, 2005 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.3 Summary of Director Compensation.\*
- 10.4(a) Welltower Inc. 2016 Long-Term Incentive Plan (filed with the Commission as Exhibit 10.1 to the Company's Form 8-K filed May 10, 2016 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.4(b) Form of Restricted Stock Grant Notice for Executive Officers under the 2016 Long-Term Incentive Plan (filed with the Commission as Exhibit 10.14(b) to the Company's Form 10-K filed February 28, 2018 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.4(c) Form of Restricted Stock Grant Notice for Senior Vice Presidents under the 2016 Long-Term Incentive Plan (filed with the Commission as Exhibit 10.14(c) to the Company's Form 10-K filed February 28, 2018 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.4(d) Form of Deferred Stock Unit Grant Agreement for Non-Employee Directors under the 2016 Long-Term Incentive Plan (filed with the Commission as Exhibit 10.14(d) to the Company's Form 10-K filed February 28, 2018 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.4(e) Form of 2021 Special Stock Option Award Agreement for Executive Officers under the 2016 Long-Term Incentive Plan.\*
- 10.5(a) Welltower Inc. 2018-2020 Long-Term Incentive Program (filed with the Commission as Exhibit 10.17(a) to the Company's Form 10-K filed February 28, 2018 (File No. 001-08923), and incorporated herein by reference thereto).\*

- 10.5(b) Form of Restricted Stock Unit Award Agreement under the 2018-2020 Long-Term Incentive Program (filed with the Commission as Exhibit 10.17(b) to the Company's Form 10-K filed February 28, 2018 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.6(a) Welltower Inc. 2019-2021 Long-Term Incentive Program (filed with the Commission as Exhibit 10.14(a) to the Company's Form 10-K filed February 25, 2019 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.6(b) Form of Restricted Stock Unit Award Agreement under the 2019-2021 Long-Term Incentive Program (filed with the Commission as Exhibit 10.14(b) to the Company's Form 10-K filed February 25, 2019 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.7(a) Welltower Inc. 2020-2022 Long-Term Incentive Program (filed with the Commission as Exhibit 10.14(a) to the Company's Form 10-K filed February 14, 2020 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.7(b) Form of Restricted Stock Unit Award Agreement under the 2020-2022 Long-Term Incentive Program (filed with the Commission as Exhibit 10.14(b) to the Company's Form 10-K filed February 14, 2020 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.8 Executive Employment Agreement, dated May 19, 2021, between Welltower Inc. and Shankh Mitra (filed with the Commission as Exhibit 99.1 to the Company's Form 8-K filed May 19, 2021 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.9 Employment Offer Letter, dated May 20, 2021, between Welltower Inc. and John F. Burkart (filed with the Commission as Exhibit 10.3 to the Company's Form 10-Q filed July 30, 2021 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.10 Welltower Inc. Nonqualified Deferred Compensation Plan Amended and Restated Effective January 1, 2022 (filed with the Commission as Exhibit 10.1 to the Company's Form 10-Q filed November 5, 2021 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.11 Second Amended and Restated Equity Distribution Agreement, dated as of April 4, 2022, among Welltower Inc., Welltower OP LLC, the sales agents and the related forward purchasers (filed with the Commission as Exhibit 1.1 to the Company's Form 8-K filed April 4, 2022 (File No. 001-08923), and incorporated herein by reference thereto).
- 10.12 Form of Master Forward Sale Confirmation (filed with the Commission as Exhibit 1.2 to the Company's Form 8-K filed May 4, 2021 (File No. 001-08923) and incorporated herein by reference thereto).
- 10.13(a) Welltower Inc. 2021-2023 Long-Term Incentive Program ([filed with the Commission as Exhibit 10.17\(a\) to the Company's Form 10-K filed February 16, 2022 \(File No. 001-08923\), and incorporated herein by reference thereto](#)).\*
- 10.13(b) Form of Long-Term Incentive Program Award Agreement under the 2021-2023 Long-Term Incentive Program ([filed with the Commission as Exhibit 10.17\(b\) to the Company's Form 10-K filed February 16, 2022 \(File No. 001-08923\), and incorporated herein by reference thereto](#)).\*
- 10.14(a) Welltower Inc. 2022-2024 Long-Term Incentive Program ([filed with the Commission as Exhibit 10.18\(a\) to the Company's Form 10-K filed February 16, 2022 \(File No. 001-08923\), and incorporated herein by reference thereto](#)).\*
- 10.14(b) Form of Long-Term Incentive Program Award Agreement under the 2022-2024 Long-Term Incentive Program ([filed with the Commission as Exhibit 10.18\(b\) to the Company's Form 10-K filed February 16, 2022 \(File No. 001-08923\), and incorporated herein by reference thereto](#)).\*
- 10.15(a) 2022 Outperformance Program ([filed with the Commission as Exhibit 10.19\(a\) to the Company's Form 10-K filed February 16, 2022 \(File No. 001-08923\), and incorporated herein by reference thereto](#)).\*
- 10.15(b) Form of Outperformance Program Award Agreement under the 2022 Outperformance Program ([filed with the Commission as Exhibit 10.19\(b\) to the Company's Form 10-K filed February 16, 2022 \(File No. 001-08923\), and incorporated herein by reference thereto](#)).\*
- 10.16(a) Welltower Inc. 2022 Long-Term Incentive Plan (filed with the Commission as Exhibit 10.2 to the Form 8-K12B filed April 1, 2022 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.16(b) Form of Welltower Inc. 2022 Long-Term Incentive Plan Other Stock Unit Award Agreement.\*

- 10.16(c) Welltower Inc. 2022 Employee Stock Purchase Plan (filed with the Commission as Exhibit 10.3 to the Form 8-K12B filed April 1, 2022 (File No. 001-08923), and incorporated herein by reference thereto).\*
- 10.17(a) Welltower OP LLC Profits Interests Plan.\*
- 10.17(b) Form of Welltower OP LLC Profits Interests Plan Time-Based LTIP Unit Agreement (LTIP Exchange Equity Award).\*
- 10.17(c) Form of Welltower OP LLC Profits Interests Plan Performance LTIP Unit Agreement (LTIP Exchange Equity Award).\*
- 10.17(d) Form of Welltower OP LLC Profits Interests Plan Option Unit Agreement (Option Unit Replacement Equity Award).\*
- 10.17(e) Form of Welltower OP LLC Profits Interests Plan Option Unit Agreement (Option Unit Replacement Equity Award for 2021 Special Stock Option Grant).\*
- 10.17(f) Form of Welltower OP LLC Profits Interests Plan Outperformance LTIP Unit Agreement (Outperformance Exchange Equity Award).\*
- 10.17(g) Form of Welltower OP LLC Profits Interests Plan Time-Based LTIP Unit Agreement (LTIP Exchange Equity Award) (Non-Employee Directors).\*
- 10.17(h) Form of Welltower OP LLC Profits Interests Plan Time-Based LTIP Unit Agreement.\*
- 10.17(i) Form of Welltower OP LLC Profits Interests Plan Time-Based LTIP Unit Agreement (Non-Employee Directors).\*
- 10.17(j) Form of Welltower OP LLC Profits Interests Plan Performance LTIP Unit Agreement.\*
- 10.17(k) Form of Welltower OP LLC Profits Interests Plan Option Unit Agreement.\*
- 10.17(l) Form of Accrued Dividend Cash Award Agreement.\*
- 10.17(m) Form of Welltower Inc. RSU Grant Agreement (Non-Employee Directors).\*
- 10.17(n) Form of Welltower OP LLC Profits Interest Plan Vested Deferred LTIP Unit Agreement (Non-Employee Director).\*
- 21 Subsidiaries of the Company.
- 23 Consent of Ernst & Young LLP, independent registered public accounting firm.
- 24 Powers of Attorney.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
- 32.1 Certification pursuant to 18 U.S.C. Section 1350 by Chief Executive Officer.
- 32.2 Certification pursuant to 18 U.S.C. Section 1350 by Chief Financial Officer.
- 101.INS Inline XBRL Instance Document. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document
- 104 The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2022, formatted in Inline XBRL (included in Exhibit 101)

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\* Management Contract or Compensatory Plan or Arrangement.

**WELLTOWER INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Item 16. *Form 10-K Summary***

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 21, 2023

### WELLTOWER INC.

By: /s/ Shankh Mitra  
Shankh Mitra,  
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 21, 2023 by the following persons on behalf of the Registrant and in the capacities indicated.

/s/ Kenneth J. Bacon \*\*  
Kenneth J. Bacon, Chairman and Director

/s/ Karen B. DeSalvo \*\*  
Karen B. DeSalvo, Director

/s/ Philip L. Hawkins \*\*  
Philip L. Hawkins, Director

/s/ Dennis G. Lopez \*\*  
Dennis G. Lopez, Director

/s/ Ade J. Patton \*\*  
Ade J. Patton, Director

/s/ Diana W. Reid \*\*  
Diana W. Reid, Director

/s/ Sergio D. Rivera \*\*  
Sergio D. Rivera, Director

/s/ Johnese M. Spisso \*\*  
Johnese M. Spisso, Director

/s/ Kathryn M. Sullivan \*\*  
Kathryn M. Sullivan, Director

/s/ Shankh Mitra \*\*  
Shankh Mitra, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ Timothy G. McHugh \*\*  
Timothy G. McHugh, Executive Vice President - Chief  
Financial Officer (Principal Financial Officer)

/s/ Joshua T. Fieweger\*\*  
Joshua T. Fieweger, Chief Accounting Officer  
(Principal Accounting Officer)

**\*\*By:** /s/ Shankh Mitra  
Shankh Mitra, Attorney-in-Fact

**Welltower Inc.**  
**Schedule III**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**

(Dollars in thousands)

| Description                       | Initial Cost to Company |                          |                         |  | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                      |
|-----------------------------------|-------------------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|------------------------------|
|                                   | Encumbrances            | Land & Land Improvements | Building & Improvements | Cost Capitalized Subsequent to Acquisition | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                              |
| <b>Seniors Housing Operating:</b> |                         |                          |                         |  |  |                         |   |               |            |                              |
| Adderbury, UK                     | \$ —                    | \$ 2,030                 | \$ 12,084               | \$ —                                       | \$ 2,030   | \$ 12,084               | \$ 1,996                                | 2015          | 2017       | Banbury Road                 |
| Adrian, MI                        | —                       | 1,171                    | 4,785                   | 294  | 1,171  | 5,079                   | 316                                     | 2022          | 2015       | 2625 N Adrian Hwy            |
| Albertville, AL                   | —                       | 170                      | 6,203                   | 2,609                                      | 176  | 8,806                   | 2,852                                   | 2010          | 1999       | 151 Woodham Dr.              |
| Alexandria, VA                    | —                       | 8,294                    | 50,537                  | —  | 8,294  | 50,537                  | 6,549                                   | 2016          | 2018       | 5550 Cardinal Place          |
| Alexandria, VA                    | —                       | 12,168                   | 21,210                  | 569  | 12,225   | 21,722                  | 4,836                                   | 2021          | 1972       | 5100 Fillmore Avenue         |
| Allegan, MI                       | —                       | 858                      | 6,252                   | 31   | 858  | 6,283                   | 127                                     | 2022          | 2008       | 620 Ely St                   |
| Altrincham, UK                    | —                       | 4,244                    | 25,187                  | 252  | 4,145  | 25,538                  | 8,343                                   | 2012          | 2009       | 295 Hale Road                |
| Amarillo, TX                      | —                       | 719                      | 11,591                  | 396  | 756  | 11,950                  | 1,416                                   | 2021          | 1985       | 4707 Bell Street             |
| Amherst, NY                       | —                       | 1,218                    | 11,417                  | —  | 1,218  | 11,417                  | 2,051                                   | 2019          | 2013       | 1880 Sweet Home Road         |
| Amherstview, ON                   | —                       | 473                      | 4,446                   | 542  | 497  | 4,964                   | 1,429                                   | 2015          | 1974       | 4567 Bath Road               |
| Anderson, SC                      | —                       | 710                      | 6,290                   | 2,329                                      | 767  | 8,562                   | 5,010                                   | 2003          | 1986       | 311 Simpson Rd.              |
| Anjou, QC                         | 14,681                  | 14,451                   | 60,572                  | 11,078                                     | 14,451   | 71,650                  | 3,064                                   | 2022          | 2005       | 6923 Bd des Galeries d'Anjou |
| Ankeny, IA                        | —                       | 1,129                    | 10,270                  | 382  | 1,164  | 10,617                  | 2,136                                   | 2016          | 2012       | 1275 SW State Street         |
| Ankeny, IA                        | —                       | 2,518                    | 13,350                  | 1,267                                      | 2,518  | 14,617                  | 562                                     | 2022          | 2018       | 1225 SW 28th St              |
| Apple Valley, CA                  | —                       | 480                      | 16,639                  | 5,877                                      | 486  | 22,510                  | 7,029                                   | 2010          | 1999       | 11825 Apple Valley Rd.       |
| Arlington, TX                     | —                       | 1,660                    | 37,395                  | 6,839                                      | 1,660  | 44,234                  | 15,158                                  | 2012          | 2000       | 1250 West Pioneer Parkway    |
| Arlington, TX                     | —                       | 894                      | 13,003                  | 177  | 908  | 13,166                  | 1,308                                   | 2021          | 1996       | 2315 Little Road             |
| Arlington, VA                     | —                       | 8,385                    | 31,198                  | 17,011                                     | 8,393  | 48,201                  | 20,787                                  | 2017          | 1992       | 900 N Taylor Street          |
| Arlington, VA                     | —                       | —                        | —                       | 6,468                                      | 77   | 6,391                   | 1,475                                   | 2018          | 1992       | 900 N Taylor Street          |
| Arnprior, ON                      | —                       | 788                      | 6,283                   | 736  | 813  | 6,994                   | 2,252                                   | 2013          | 1991       | 15 Arthur Street             |
| Atlanta, GA                       | —                       | 2,058                    | 14,914                  | 6,104                                      | 2,080  | 20,996                  | 13,910                                  | 1997          | 1999       | 1460 S Johnson Ferry Rd.     |
| Atlanta, GA                       | —                       | 2,100                    | 20,603                  | 3,055                                      | 2,206  | 23,552                  | 6,927                                   | 2014          | 2000       | 1000 Lenox Park Blvd NE      |
| Auburn, NY                        | 9,790                   | 1,176                    | 14,371                  | 722  | 1,176  | 15,093                  | 533                                     | 2022          | 2014       | 138 Standart Ave             |
| Austin, TX                        | —                       | 880                      | 9,520                   | 4,875                                      | 885  | 14,390                  | 7,583                                   | 1999          | 1998       | 12429 Scofield Farms Dr.     |
| Austin, TX                        | —                       | 1,560                    | 21,413                  | 1,373                                      | 1,574  | 22,772                  | 5,610                                   | 2014          | 2013       | 11330 Farrah Lane            |
| Austin, TX                        | —                       | 4,200                    | 74,850                  | 2,614                                      | 4,200  | 77,464                  | 16,916                                  | 2015          | 2014       | 4310 Bee Caves Road          |
| Austin, TX                        | —                       | 4,832                    | 20,631                  | 930  | 4,832  | 21,561                  | 2,626                                   | 2021          | 1989       | 11279 Taylor Draper Ln       |
| Bagshot, UK                       | —                       | 4,960                    | 29,881                  | 4,020                                      | 4,855  | 34,006                  | 12,111                                  | 2012          | 2009       | 14 - 16 London Road          |
| Bakersfield, CA                   | —                       | —                        | —                       | 21,864                                     | 2,822  | 19,042                  | 776                                     | 2021          | 2015       | 4301 Buena Vista Rd          |
| Bakersfield, CA                   | —                       | 1,127                    | 15,126                  | 389  | 1,133  | 15,509                  | 1,537                                   | 2021          | 1988       | 3201 Columbus                |
| Ballston Spa, NY                  | —                       | 5,540                    | 17,901                  | 235  | 5,540  | 18,136                  | 1,374                                   | 2020          | 2019       | 2000 Carlton Hollow Way      |
| Banstead, UK                      | —                       | 6,695                    | 55,113                  | 6,471                                      | 6,528  | 61,751                  | 21,397                                  | 2012          | 2005       | Croydon Lane                 |
| Bartlesville, OK                  | —                       | 2,339                    | 12,001                  | 67   | 2,339  | 12,068                  | 1,585                                   | 2021          | 2000       | 2633 Mission Drive SE        |
| Basingstoke, UK                   | —                       | 3,420                    | 18,853                  | 47   | 3,348  | 18,972                  | 4,735                                   | 2014          | 2012       | Grove Road                   |
| Basking Ridge, NJ                 | —                       | 2,356                    | 37,710                  | 2,751                                      | 2,395  | 40,422                  | 12,235                                  | 2013          | 2002       | 404 King George Road         |
| Bassett, UK                       | —                       | 4,874                    | 32,304                  | 6,135                                      | 4,771  | 38,542                  | 15,185                                  | 2013          | 2006       | 111 Burgess Road             |
| Bath, UK                          | —                       | 2,549                    | 11,615                  | —  | 2,549  | 11,615                  | 1,921                                   | 2015          | 2017       | Clarks Way, Rush Hill        |

(Dollars in thousands)

| Description                       | Initial Cost to Company |                          |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                     |
|-----------------------------------|-------------------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-----------------------------|
|                                   | Encumbrances            | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                             |
| <b>Seniors Housing Operating:</b> |                         |                          |                         |  |  |                         |   |               |            |                             |
| Baton Rouge, LA                   | 12,930                  | 790                      | 29,436                  | 1,890                                      | 939  | 31,177                  | 9,532                                   | 2013          | 2009       | 9351 Siegen Lane            |
| Baton Rouge, LA                   | —                       | 1,605                    | 6,717                   | 440  | 1,607  | 7,155                   | 737                                     | 2021          | 1989       | 8680 Jefferson Highway      |
| Bay City, MI                      | —                       | 1,225                    | 6,424                   | 481  | 1,225  | 6,905                   | 369                                     | 2022          | 2013       | 3932 Monitor Rd             |
| Beaconsfield, UK                  | —                       | 5,448                    | 50,926                  | —  | 5,448  | 50,926                  | 15,296                                  | 2013          | 2009       | 30-34 Station Road          |
| Beaconsfield, QC                  | —                       | 1,149                    | 17,484                  | 330  | 1,235  | 17,728                  | 5,948                                   | 2013          | 2008       | 505 Elm Avenue              |
| Beaver, PA                        | 8,480                   | 1,189                    | 13,240                  | —  | 1,189  | 13,240                  | 51                                      | 2020          | 2022       | 1195 Western Ave            |
| Beavercreek, OH                   | —                       | 1,007                    | 11,239                  | —  | 1,007  | 11,239                  | 1,178                                   | 2019          | 2020       | 2475 Lillian Lane           |
| Beckenham, UK                     | —                       | 1,156                    | 27,194                  | 24,530                                     | 19,585   | 33,295                  | 1,243                                   | 2019          | 2021       | 2 Roman Way                 |
| Bedford, NH                       | 18,678                  | 3,565                    | 29,929                  | 1,660                                      | 3,565  | 31,589                  | 947                                     | 2022          | 2017       | 43 Technology Dr            |
| Bee Cave, TX                      | —                       | 1,820                    | 21,084                  | 1,004                                      | 1,838  | 22,070                  | 4,532                                   | 2016          | 2014       | 14058 A Bee Cave Parkway    |
| Bellevue, WA                      | —                       | 2,800                    | 19,004                  | 3,537                                      | 2,816  | 22,525                  | 8,083                                   | 2013          | 1998       | 15928 NE 8th Street         |
| Bellevue, WA                      | —                       | 6,307                    | 9,632                   | 199  | 6,310  | 9,828                   | 971                                     | 2021          | 1990       | 13350 SE 26th Street        |
| Bellevue, WA                      | —                       | 20,170                   | 43,498                  | —  | 20,170   | 43,498                  | 5,397                                   | 2021          | 1986       | 919 109th Avenue North East |
| Bellevue, WA                      | —                       | —                        | —                       | 26,161                                     | 26,161   | —                       | —                                       | 2021          | 1900       | 919 109th Avenue North East |
| Bellingham, WA                    | —                       | 1,500                    | 19,861                  | 3,869                                      | 1,507  | 23,723                  | 8,112                                   | 2010          | 1996       | 4415 Columbine Dr.          |
| Bellingham, WA                    | —                       | 1,290                    | 16,292                  | 1,728                                      | 1,290  | 18,020                  | 2,438                                   | 2020          | 1999       | 848 W Orchard Dr            |
| Belmont, CA                       | —                       | —                        | 35,300                  | 2,691                                      | 188  | 37,803                  | 12,206                                  | 2013          | 2002       | 1010 Alameda de Las Pulgas  |
| Berea, OH                         | 8,797                   | 1,658                    | 12,791                  | —  | 1,658  | 12,791                  | 213                                     | 2020          | 2022       | 45 Sheldon Road             |
| Bethel Park, PA                   | —                       | 1,658                    | 12,973                  | —  | 1,658  | 12,973                  | 1,814                                   | 2019          | 2019       | 631 McMurray Road           |
| Bethel Park, PA                   | —                       | 3,476                    | 12,787                  | 97   | 3,477  | 12,883                  | 1,434                                   | 2021          | 1998       | 2960 Bethel Church Road     |
| Bethesda, MD                      | —                       | —                        | 45,309                  | 2,280                                      | 3  | 47,586                  | 14,386                                  | 2013          | 2009       | 8300 Burdett Road           |
| Bethesda, MD                      | —                       | —                        | —                       | 69,820                                     | 3,520  | 66,300                  | 6,673                                   | 2016          | 2018       | 4925 Battery Lane           |
| Bethesda, MD                      | —                       | —                        | —                       | 1,148                                      | —  | 1,148                   | 900                                     | 2013          | 2009       | 8300 Burdett Road           |
| Bethesda, MD                      | —                       | —                        | —                       | 1,507                                      | —  | 1,507                   | 575                                     | 2013          | 2009       | 8300 Burdett Road           |
| Birmingham, UK                    | —                       | —                        | —                       | 14,580                                     | 1,449  | 13,131                  | 2,250                                   | 2015          | 2016       | 47 Bristol Road South       |
| Birmingham, UK                    | —                       | —                        | —                       | 17,793                                     | 65   | 17,728                  | 4,491                                   | 2013          | 2006       | 5 Church Road, Edgbaston    |
| Blainville, QC                    | —                       | 2,077                    | 8,902                   | 1,086                                      | 2,205  | 9,860                   | 3,335                                   | 2013          | 2008       | 50 des Chateaux Boulevard   |
| Bloomfield Hills, MI              | —                       | 2,000                    | 35,662                  | 1,821                                      | 2,204  | 37,279                  | 11,325                                  | 2013          | 2009       | 6790 Telegraph Road         |
| Boca Raton, FL                    | 32,270                  | 6,565                    | 111,247                 | 33,797                                     | 6,991  | 144,618                 | 36,987                                  | 2018          | 1994       | 6343 Via De Sonrise Del Sur |
| Boise, ID                         | —                       | 1,391                    | 16,067                  | 6,117                                      | 2,224  | 21,351                  | 4,337                                   | 2019          | 1999       | 10250 W Smoke Ranch Drive   |
| Boise, ID                         | —                       | 1,625                    | 10,468                  | 104  | 1,626  | 10,571                  | 1,108                                   | 2021          | 1984       | 7250 Poplar Street          |
| Borehamwood, UK                   | —                       | —                        | —                       | 47,600                                     | 5,254  | 42,346                  | 13,539                                  | 2012          | 2003       | Edgwarebury Lane            |
| Bothell, WA                       | —                       | 1,350                    | 13,439                  | 7,370                                      | 1,350  | 20,809                  | 6,567                                   | 2015          | 1988       | 10605 NE 185th Street       |
| Boulder, CO                       | —                       | 2,994                    | 27,458                  | 3,205                                      | 3,171  | 30,486                  | 10,897                                  | 2013          | 2003       | 3955 28th Street            |
| Bournemouth, UK                   | —                       | —                        | —                       | 49,814                                     | 5,411  | 44,403                  | 13,776                                  | 2013          | 2008       | 42 Belle Vue Road           |
| Bradenton, FL                     | —                       | 480                      | 9,953                   | 286  | 480  | 10,239                  | 2,797                                   | 2012          | 2000       | 2800 60th Avenue West       |
| Bradenton, FL                     | —                       | 4,664                    | 11,202                  | 219  | 4,685  | 11,400                  | 1,425                                   | 2021          | 1987       | 1055 301 Blvd E             |
| Braintree, MA                     | —                       | —                        | 41,290                  | 2,108                                      | 205  | 43,193                  | 13,334                                  | 2013          | 2007       | 618 Granite Street          |
| Brampton, ON                      | 41,696                  | 10,196                   | 59,989                  | 1,704                                      | 10,281   | 61,608                  | 16,258                                  | 2015          | 2009       | 100 Ken Whillans Drive      |
| Brandon, MS                       | —                       | 1,220                    | 10,241                  | 3,746                                      | 1,220  | 13,987                  | 4,034                                   | 2010          | 1999       | 140 Castlewoods Blvd        |
| Brea, CA                          | —                       | 6,302                    | 80,468                  | 1,871                                      | 6,302  | 82,339                  | 1,801                                   | 2022          | 2013       | 460 South La Floresta Drive |
| Bremerton, WA                     | —                       | 2,417                    | 22,627                  | 2,623                                      | 2,417  | 25,250                  | 3,385                                   | 2020          | 1999       | 966 Oyster Bay Ct           |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                       |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                               |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                               |
| Bremerton, WA                     | —            | 2,145                    | 7,288                   | 997  | 2,145  | 8,285                   | 1,587                                   | 2021          | 1985       | 2707 Clare Ave                |
| Brentwood, CA                     | —            | 4,602                    | 32,594                  | 2,589                                      | 4,602  | 35,183                  | 1,461                                   | 2022          | 2007       | 150 Cortona Way               |
| Brentwood, UK                     | —            | 8,537                    | 45,869                  | 100  | 8,357  | 46,149                  | 7,866                                   | 2016          | 2013       | London Road                   |
| Brick, NJ                         | —            | 1,170                    | 17,372                  | 2,275                                      | 1,308  | 19,509                  | 6,628                                   | 2010          | 1998       | 515 Jack Martin Blvd          |
| Brick, NJ                         | —            | 690                      | 17,125                  | 6,438                                      | 812  | 23,441                  | 6,716                                   | 2010          | 1999       | 1594 Route 88                 |
| Bridgewater, NJ                   | —            | 1,730                    | 48,201                  | 3,827                                      | 1,774  | 51,984                  | 16,149                                  | 2010          | 1999       | 2005 Route 22 West            |
| Broadview Heights, OH             | 15,149       | 1,567                    | 20,541                  | 2,023                                      | 1,567  | 22,564                  | 428                                     | 2022          | 2016       | 9500 Broadview Rd             |
| Brockport, NY                     | —            | 1,500                    | 23,496                  | 3,757                                      | 1,642  | 27,111                  | 7,103                                   | 2015          | 1999       | 90 West Avenue                |
| Brockville, ON                    | 3,762        | 484                      | 7,445                   | 785  | 502  | 8,212                   | 2,086                                   | 2015          | 1996       | 1026 Bridlewood Drive         |
| Brookfield, WI                    | —            | 1,300                    | 12,830                  | 926  | 1,300  | 13,756                  | 3,318                                   | 2012          | 2013       | 1105 Davidson Road            |
| Broomfield, CO                    | —            | 4,140                    | 44,547                  | 15,828                                     | 10,140   | 54,375                  | 25,392                                  | 2013          | 2009       | 400 Summit Blvd               |
| Broomfield, CO                    | —            | —                        | —                       | 29,081                                     | 2,566  | 26,515                  | 2,103                                   | 2016          | 2018       | 12600 Lowell Boulevard        |
| Brossard, QC                      | 8,564        | 5,499                    | 31,854                  | 1,943                                      | 5,479  | 33,817                  | 10,250                                  | 2015          | 1989       | 2455 Boulevard Rome           |
| Brunswick, OH                     | —            | 1,460                    | 17,974                  | 863  | 1,460  | 18,837                  | 562                                     | 2022          | 2018       | 3430 Brunswick Lake Pkwy      |
| Buckingham, UK                    | —            | —                        | —                       | 17,347                                     | 2,917  | 14,430                  | 3,524                                   | 2014          | 1883       | Church Street                 |
| Buffalo, NY                       | 7,015        | 1,117                    | 11,022                  | 579  | 1,117  | 11,601                  | 429                                     | 2022          | 2011       | 100 Weiss Ave.                |
| Buffalo Grove, IL                 | —            | 2,850                    | 49,129                  | 4,964                                      | 2,850  | 54,093                  | 17,106                                  | 2012          | 2003       | 500 McHenry Road              |
| Burbank, CA                       | —            | 4,940                    | 43,466                  | 6,244                                      | 4,940  | 49,710                  | 16,131                                  | 2012          | 2002       | 455 E. Angeleno Avenue        |
| Burbank, CA                       | 17,646       | 3,610                    | 50,817                  | 4,823                                      | 3,610  | 55,640                  | 11,465                                  | 2016          | 1985       | 2721 Willow Street            |
| Burke, VA                         | —            | —                        | —                       | 52,813                                     | 2,616  | 50,197                  | 5,136                                   | 2016          | 2018       | 9617 Burke Lake Road          |
| Burleson, TX                      | —            | 3,150                    | 10,437                  | 779  | 3,150  | 11,216                  | 2,636                                   | 2012          | 2014       | 621 Old Highway 1187          |
| Burlingame, CA                    | —            | —                        | 62,786                  | 246  | —  | 63,032                  | 11,976                                  | 2016          | 2015       | 1818 Trousdale Avenue         |
| Burlington, ON                    | 15,473       | 1,309                    | 19,311                  | 1,629                                      | 1,351  | 20,898                  | 6,422                                   | 2013          | 1990       | 500 Appleby Line              |
| Burlington, MA                    | —            | 2,443                    | 34,354                  | 1,872                                      | 2,578  | 36,091                  | 11,615                                  | 2013          | 2005       | 24 Mall Road                  |
| Burlington, WA                    | —            | 877                      | 16,014                  | —  | 877  | 16,014                  | 2,892                                   | 2019          | 1999       | 410 S Norris St               |
| Burlington, WA                    | —            | 768                      | 8,737                   | —  | 768  | 8,737                   | 1,696                                   | 2019          | 1996       | 112 / 210 North Skagit Street |
| Bushey, UK                        | —            | 12,017                   | 34,915                  | —  | 12,017   | 34,915                  | 4,699                                   | 2015          | 2018       | Elton House, Elton Way        |
| Calgary, AB                       | 14,423       | 2,252                    | 37,415                  | 2,207                                      | 2,329  | 39,545                  | 12,517                                  | 2013          | 2003       | 20 Promenade Way SE           |
| Calgary, AB                       | 10,285       | 2,793                    | 41,179                  | 2,121                                      | 2,878  | 43,215                  | 13,489                                  | 2013          | 1998       | 80 Edenvold Drive NW          |
| Calgary, AB                       | 8,244        | 3,122                    | 38,971                  | 2,529                                      | 3,253  | 41,369                  | 12,750                                  | 2013          | 1998       | 150 Scotia Landing NW         |
| Calgary, AB                       | 18,339       | 3,431                    | 28,983                  | 2,548                                      | 3,525  | 31,437                  | 9,199                                   | 2013          | 1989       | 9229 16th Street SW           |
| Calgary, AB                       | 21,193       | 2,385                    | 36,776                  | 3,598                                      | 2,447  | 40,312                  | 8,837                                   | 2015          | 2006       | 2220-162nd Avenue SW          |
| Camberley, UK                     | —            | 9,444                    | 37,558                  | —  | 9,444  | 37,558                  | 5,768                                   | 2016          | 2017       | Pembroke Broadway             |
| Camberley, UK                     | —            | 2,654                    | 5,736                   | 13,504                                     | 4,605  | 17,289                  | 3,086                                   | 2014          | 2016       | Fernhill Road                 |
| Camberley, UK                     | —            | —                        | —                       | 3,284                                      | 652  | 2,632                   | 436                                     | 2014          | 2017       | Fernhill Road                 |
| Camillus, NY                      | —            | 1,249                    | 7,360                   | 5,435                                      | 2,116  | 11,928                  | 2,221                                   | 2019          | 2016       | 3877 Milton Avenue            |
| Canton, MI                        | —            | 968                      | 8,523                   | 336  | 968  | 8,859                   | 352                                     | 2022          | 2017       | 445 N Lotz Rd                 |
| Cape Coral, FL                    | —            | 760                      | 18,868                  | 562  | 760  | 19,430                  | 5,366                                   | 2012          | 2009       | 831 Santa Barbara Boulevard   |
| Cardiff, UK                       | —            | 3,191                    | 12,566                  | 2,225                                      | 3,116  | 14,866                  | 5,248                                   | 2013          | 2007       | 127 Cyncoed Road              |
| Cardiff by the Sea, CA            | —            | 5,880                    | 64,711                  | 6,683                                      | 5,880  | 71,394                  | 25,006                                  | 2011          | 2009       | 3535 Manchester Avenue        |
| Carmel, IN                        | —            | 2,766                    | 53,419                  | 580  | 2,787  | 53,978                  | 3,264                                   | 2021          | 2017       | 689 Pro-Med Ln                |
| Carmichael, CA                    | 23,240       | 739                      | 7,698                   | 37,314                                     | 2,440  | 43,311                  | 5,599                                   | 2019          | 2014       | 4717 Engle Road               |



(Dollars in thousands)

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|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|--------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                                |
| Caro, MI                          | —            | 614                      | 4,366                   | 271  | 614  | 4,637                   | 281                                     | 2022          | 2009       | 1430 Cleaver Rd                |
| Carol Stream, IL                  | —            | 1,730                    | 55,048                  | 7,637                                      | 1,730  | 62,685                  | 19,491                                  | 2012          | 2001       | 545 Belmont Lane               |
| Carrollton, TX                    | —            | 4,280                    | 31,444                  | 1,791                                      | 4,280  | 33,235                  | 7,975                                   | 2013          | 2010       | 2105 North Josey Lane          |
| Carrollton, GA                    | —            | 2,537                    | 9,159                   | 671  | 2,537  | 9,830                   | 1,639                                   | 2021          | 1996       | 150 Cottage Lane               |
| Carson City, NV                   | —            | 1,601                    | 23,542                  | 411  | 1,602  | 23,952                  | 1,960                                   | 2021          | 1986       | 2120 E Long                    |
| Cary, NC                          | —            | 740                      | 45,240                  | 1,334                                      | 742  | 46,572                  | 13,174                                  | 2013          | 2009       | 1206 West Chatham Street       |
| Cary, NC                          | —            | 6,112                    | 70,008                  | 11,374                                     | 6,227  | 81,267                  | 18,472                                  | 2018          | 1999       | 300 Kildaire Woods Drive       |
| Cedar Falls, IA                   | —            | 1,259                    | 9,930                   | 196  | 1,285  | 10,100                  | 1,108                                   | 2021          | 1997       | 2603 Orchard Drive             |
| Cedar Hill, TX                    | —            | 1,971                    | 24,590                  | 40   | 1,971  | 24,630                  | 1,589                                   | 2020          | 2020       | 1240 East Pleasant Run         |
| Cedar Park, TX                    | —            | 1,750                    | 15,664                  | 1,223                                      | 1,750  | 16,887                  | 3,161                                   | 2016          | 2015       | 800 C-Bar Ranch Trail          |
| Cerritos, CA                      | —            | —                        | 27,494                  | 7,682                                      | —  | 35,176                  | 10,995                                  | 2016          | 2002       | 11000 New Falcon Way           |
| Charleston, IL                    | —            | 552                      | 810                     | 42   | 552  | 852                     | 240                                     | 2021          | 2001       | 300 Lincoln Highway Road       |
| Charleston, SC                    | —            | 2,912                    | 19,817                  | 70   | 2,913  | 19,886                  | 1,582                                   | 2021          | 2005       | 1451 Tobias Gadson Blvd.       |
| Charlotte, NC                     | —            | 5,279                    | 19,325                  | 115  | 5,288  | 19,431                  | 2,199                                   | 2021          | 1987       | 5512 Carmel Road               |
| Charlottesville, VA               | —            | 4,651                    | 91,468                  | 24,249                                     | 5,022  | 115,346                 | 25,213                                  | 2018          | 1991       | 2610 Barracks Road             |
| Chatham, ON                       | —            | 1,098                    | 12,462                  | 3,344                                      | 1,199  | 15,705                  | 4,117                                   | 2015          | 1965       | 25 Keil Drive North            |
| Chattanooga, TN                   | —            | 3,373                    | 15,791                  | 119  | 3,373  | 15,910                  | 1,958                                   | 2021          | 1998       | 7511 Shallowford Road          |
| Chelmsford, MA                    | —            | 1,040                    | 10,951                  | 6,449                                      | 1,131  | 17,309                  | 6,611                                   | 2003          | 1997       | 4 Technology Dr.               |
| Chelmsford, MA                    | —            | 2,364                    | 33,143                  | 1,779                                      | 2,364  | 34,922                  | 2,666                                   | 2021          | 1995       | 20 Summer Street               |
| Chertsey, UK                      | —            | 9,566                    | 25,886                  | 41   | 9,058  | 26,435                  | 4,128                                   | 2015          | 2018       | Bittams Lane                   |
| Chesapeake, VA                    | —            | 2,214                    | 22,566                  | 806  | 2,237  | 23,349                  | 2,461                                   | 2021          | 2004       | 933 Cedar Road                 |
| Chesterfield, MO                  | —            | 1,857                    | 48,366                  | 2,304                                      | 1,917  | 50,610                  | 14,852                                  | 2013          | 2001       | 1880 Clarkson Road             |
| Chesterton, IN                    | —            | 2,980                    | 37,614                  | 1,337                                      | 2,980  | 38,951                  | 3,877                                   | 2020          | 2019       | 700 Dickinson Rd               |
| Chico, CA                         | —            | 1,780                    | 14,754                  | 269  | 1,942  | 14,861                  | 2,242                                   | 2021          | 1984       | 2801 Cohasset                  |
| Chorleywood, UK                   | —            | 5,636                    | 43,191                  | 2,056                                      | 5,500  | 45,383                  | 16,117                                  | 2013          | 2007       | High View, Rickmansworth Road  |
| Chula Vista, CA                   | —            | 4,217                    | 31,866                  | 6  | 4,217  | 31,872                  | 3,860                                   | 2021          | 2018       | 1290 Santa Rosa Dr             |
| Chula Vista, CA                   | —            | —                        | —                       | 25,694                                     | 2,186  | 23,508                  | 7,411                                   | 2013          | 2003       | 3302 Bonita Road               |
| Church Crookham, UK               | —            | 2,591                    | 14,215                  | 328  | 2,536  | 14,598                  | 4,175                                   | 2014          | 2014       | 2 Bourley Road                 |
| Cincinnati, OH                    | —            | 1,779                    | 11,386                  | —  | 1,779  | 11,386                  | 1,465                                   | 2019          | 2019       | 732 Clough Pike Road           |
| Cincinnati, OH                    | —            | 1,606                    | 3,994                   | 340  | 1,606  | 4,334                   | 1,414                                   | 2021          | 1998       | 4650 East Galbraith Road       |
| Cincinnati, OH                    | —            | 3,345                    | 52,867                  | 195  | 3,346  | 53,061                  | 5,282                                   | 2021          | 1986       | 8135 Beechmont Ave             |
| Citrus Heights, CA                | —            | 2,300                    | 31,876                  | 3,466                                      | 2,300  | 35,342                  | 12,971                                  | 2010          | 1997       | 7418 Stock Ranch Rd.           |
| Clackamas, OR                     | —            | 1,240                    | 3,920                   | 535  | 1,240  | 4,455                   | 714                                     | 2021          | 1999       | 14370 SE Oregon Trail Dr       |
| Claremont, CA                     | —            | 2,430                    | 9,928                   | 2,521                                      | 2,553  | 12,326                  | 4,444                                   | 2013          | 2001       | 2053 North Towne Avenue        |
| Clay, NY                          | —            | 1,414                    | 11,477                  | —  | 1,414  | 11,477                  | 2,096                                   | 2019          | 2014       | 8547 Morgan Road               |
| Clearwater, FL                    | —            | 1,727                    | 4,903                   | 122  | 1,730  | 5,022                   | 601                                     | 2021          | 1985       | 1100 Ponce de Leon Blvd.       |
| Cleburne, TX                      | —            | 520                      | 5,369                   | 860  | 520  | 6,229                   | 2,323                                   | 2006          | 2007       | 402 S Colonial Drive           |
| Cohasset, MA                      | —            | 2,485                    | 26,147                  | 2,460                                      | 2,566  | 28,526                  | 9,424                                   | 2013          | 1998       | 125 King Street (Rt 3A)        |
| Colleyville, TX                   | —            | 1,050                    | 17,082                  | 89   | 1,050  | 17,171                  | 2,782                                   | 2016          | 2013       | 8100 Precinct Line Road        |
| Collierville, TN                  | —            | —                        | —                       | 42,204                                     | 2,306  | 39,898                  | 1,129                                   | 2019          | 2020       | 691 S. Byhalia Rd.             |
| Colorado Springs, CO              | —            | 800                      | 14,756                  | 2,160                                      | 1,034  | 16,682                  | 5,648                                   | 2013          | 2001       | 2105 University Park Boulevard |
| Colorado Springs, CO              | —            | 1,142                    | 15,510                  | 267  | 1,164  | 15,755                  | 1,678                                   | 2021          | 1985       | 5820 Flintridge Drive          |
| Colts Neck, NJ                    | —            | 780                      | 14,733                  | 3,759                                      | 1,463  | 17,809                  | 6,164                                   | 2010          | 2002       | 3 Meridian Circle              |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                         |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|---------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                 |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                                 |
| Columbus, IN                      | —            | 1,593                    | 12,186                  | 246  | 1,594  | 12,431                  | 1,467                                   | 2021          | 2000       | 3660 Central Avenue             |
| Columbus, OH                      | —            | 916                      | 7,112                   | 265  | 916  | 7,377                   | 221                                     | 2022          | 2017       | 2920 Snouffer Rd                |
| Columbus, OH                      | 12,636       | 1,547                    | 17,126                  | 1,180                                      | 1,547  | 18,306                  | 341                                     | 2022          | 2015       | 2870 Snouffer Road              |
| Columbus, IN                      | —            | 610                      | 3,190                   | 364  | 610  | 3,554                   | 1,175                                   | 2010          | 1998       | 2564 Foxpointe Dr.              |
| Concord, NH                       | 13,829       | 2,825                    | 21,636                  | 1,326                                      | 2,825  | 22,962                  | 767                                     | 2022          | 2017       | 23 Triangle Park Dr             |
| Conroe, TX                        | —            | 980                      | 7,771                   | 1,499                                      | 980  | 9,270                   | 2,948                                   | 2009          | 2010       | 903 Longmire Road               |
| Coos Bay, OR                      | —            | 864                      | 7,971                   | 969  | 864  | 8,940                   | 1,449                                   | 2020          | 1996       | 192 Norman Ave.                 |
| Coos Bay, OR                      | —            | 1,792                    | 9,852                   | 1,149                                      | 1,792  | 11,001                  | 2,025                                   | 2020          | 2006       | 1855 Ocean Blvd SE              |
| Coppell, TX                       | —            | 1,550                    | 8,386                   | 721  | 1,550  | 9,107                   | 2,437                                   | 2012          | 2013       | 1530 East Sandy Lake Road       |
| Coquitlam, BC                     | 7,184        | 3,047                    | 24,567                  | 2,375                                      | 3,157  | 26,832                  | 9,226                                   | 2013          | 1990       | 1142 Dufferin Street            |
| Crystal Lake, IL                  | —            | 875                      | 12,461                  | 2,321                                      | 971  | 14,686                  | 5,324                                   | 2013          | 2001       | 751 E Terra Cotta Avenue        |
| Crystal Lake, IL                  | —            | 7,643                    | 39,687                  | 1,601                                      | 7,679  | 41,252                  | 4,060                                   | 2021          | 1988       | 965 N. Brighton Circle W        |
| Cuyahoga Falls, OH                | —            | 592                      | 2,804                   | 523  | 592  | 3,327                   | 283                                     | 2022          | 2012       | 1691 Queens Gate Cir            |
| Dallas, TX                        | —            | 6,330                    | 114,794                 | 3,959                                      | 6,330  | 118,753                 | 27,021                                  | 2015          | 2013       | 3535 N Hall Street              |
| Dana Point, CA                    | —            | 5,508                    | 54,890                  | —  | 5,508  | 54,890                  | 5,102                                   | 2021          | 1994       | 25411 Sea Bluffs Drive          |
| Danville, IN                      | —            | 2,236                    | 28,757                  | 6,996                                      | 2,246  | 35,743                  | 1,265                                   | 2021          | 2021       | 200 S Arbor Ln                  |
| Dardenne Prairie, MO              | —            | 1,309                    | 11,507                  | 328  | 1,309  | 11,835                  | 879                                     | 2021          | 2010       | 1030 Barathaven Blvd.           |
| Decatur, GA                       | —            | 1,098                    | 15,302                  | 173  | 1,098  | 15,475                  | 1,784                                   | 2021          | 1987       | 341 Winn Way                    |
| Decatur, GA                       | —            | —                        | —                       | 31,425                                     | 1,951  | 29,474                  | 9,780                                   | 2013          | 1998       | 920 Clairmont Avenue            |
| Delaware, OH                      | —            | 1,919                    | 26,250                  | 352  | 1,919  | 26,602                  | 798                                     | 2022          | 2020       | 90 Burr Oak Drive               |
| Denton, TX                        | —            | 1,760                    | 8,305                   | 749  | 1,760  | 9,054                   | 2,888                                   | 2010          | 2011       | 2125 Brinker Rd                 |
| Denton, TX                        | —            | —                        | —                       | 6,254                                      | 2,034  | 4,220                   | 41                                      | 2021          | 1900       | 2907 W University Dr            |
| Denver, CO                        | —            | 1,450                    | 19,389                  | 6,471                                      | 1,450  | 25,860                  | 7,502                                   | 2012          | 1997       | 4901 South Monaco Street        |
| Denver, CO                        | —            | 2,910                    | 35,838                  | 9,257                                      | 2,910  | 45,095                  | 14,831                                  | 2012          | 2007       | 8101 E Mississippi Avenue       |
| Denver, CO                        | —            | 1,533                    | 9,221                   | 109,858                                    | 5,402  | 115,210                 | 18,542                                  | 2019          | 2014       | 1500 Little Raven St            |
| Denver, CO                        | —            | 1,989                    | 21,556                  | 1,245                                      | 1,989  | 22,801                  | 2,491                                   | 2020          | 2017       | 2979 Uinta Street               |
| Des Moines, IA                    | —            | 1,196                    | 9,629                   | 393  | 1,196  | 10,022                  | 1,063                                   | 2021          | 1990       | 4610 Douglas Avenue             |
| Dix Hills, NY                     | —            | 3,808                    | 39,014                  | 2,942                                      | 4,092  | 41,672                  | 13,259                                  | 2013          | 2003       | 337 Deer Park Road              |
| Dollard-Des-Ormeaux, QC           | —            | 1,957                    | 14,431                  | 334  | 2,059  | 14,663                  | 5,545                                   | 2013          | 2008       | 4377 St. Jean Blvd              |
| Dresher, PA                       | 8,380        | 1,900                    | 10,664                  | 1,307                                      | 1,914  | 11,957                  | 4,887                                   | 2013          | 2006       | 1650 Susquehanna Road           |
| Dublin, OH                        | —            | 1,169                    | 25,345                  | 373  | 1,169  | 25,718                  | 5,226                                   | 2016          | 2015       | 4175 Stoneridge Lane            |
| Dublin, OH                        | —            | 3,688                    | 23,035                  | 1,093                                      | 3,688  | 24,128                  | 1,225                                   | 2022          | 2017       | 4050 Hawthorne Ln               |
| Durham, NC                        | —            | 3,212                    | 23,350                  | 302  | 3,221  | 23,643                  | 2,037                                   | 2021          | 1998       | 205 Emerald Pond Lane           |
| East Amherst, NY                  | —            | 1,665                    | 11,696                  | —  | 1,665  | 11,696                  | 2,254                                   | 2019          | 2015       | 8040 Roll Road                  |
| East Lansing, MI                  | —            | 3,919                    | 19,373                  | 173  | 3,919  | 19,546                  | 2,304                                   | 2021          | 2000       | 5968 Park Lake Road             |
| East Meadow, NY                   | —            | 69                       | 45,991                  | 2,427                                      | 127  | 48,360                  | 15,186                                  | 2013          | 2002       | 1555 Glen Curtiss Boulevard     |
| East Setauket, NY                 | —            | 4,920                    | 37,354                  | 2,537                                      | 4,986  | 39,825                  | 12,561                                  | 2013          | 2002       | 1 Sunrise Drive                 |
| Eastbourne, UK                    | —            | 4,145                    | 33,744                  | 512  | 4,046  | 34,355                  | 11,008                                  | 2013          | 2008       | 6 Upper Kings Drive             |
| Edgbaston, UK                     | —            | 2,720                    | 13,969                  | 204  | 2,663  | 14,230                  | 2,429                                   | 2014          | 2015       | Speedwell Road                  |
| Edgewater, NJ                     | —            | 4,561                    | 25,047                  | 3,446                                      | 4,609  | 28,445                  | 8,845                                   | 2013          | 2000       | 351 River Road                  |
| Edison, NJ                        | —            | 1,892                    | 32,314                  | 4,041                                      | 2,008  | 36,239                  | 13,296                                  | 2013          | 1996       | 1801 Oak Tree Road              |
| Edmond, OK                        | —            | 410                      | 8,388                   | 319  | 410  | 8,707                   | 2,473                                   | 2012          | 2001       | 15401 North Pennsylvania Avenue |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                       |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                               |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                               |
| Edmonds, WA                       | —            | 1,650                    | 24,449                  | 10,193                                     | 1,650  | 34,642                  | 8,882                                   | 2015          | 1976       | 21500 72nd Avenue West        |
| Edmonds, WA                       | —            | 2,891                    | 26,413                  | 2,428                                      | 2,891  | 28,841                  | 3,466                                   | 2020          | 2000       | 180 2nd Ave S                 |
| Edmonton, AB                      | 6,506        | 1,589                    | 29,819                  | 2,556                                      | 1,681  | 32,283                  | 10,351                                  | 2013          | 1999       | 103 Rabbit Hill Court NW      |
| Edmonton, AB                      | 8,594        | 2,063                    | 37,293                  | 3,486                                      | 2,128  | 40,714                  | 14,349                                  | 2013          | 1968       | 10015 103rd Avenue NW         |
| Effingham, IL                     | —            | 606                      | 3,699                   | 268  | 616  | 3,957                   | 556                                     | 2021          | 1997       | 1101 North Maple Street       |
| Effingham, IL                     | —            | 105                      | 460                     | —  | 105  | 460                     | 166                                     | 2021          | 1996       | 505 West Temple Avenue        |
| El Dorado Hills, CA               | —            | —                        | —                       | 56,633                                     | 5,190  | 51,443                  | 4,921                                   | 2017          | 2019       | 2020 Town Center West Way     |
| Elkhorn, NE                       | 11,872       | 1,846                    | 21,426                  | 1,075                                      | 1,846  | 22,501                  | 696                                     | 2022          | 2014       | 3535 Piney Creek Dr           |
| Encino, CA                        | —            | 5,040                    | 46,255                  | 7,397                                      | 5,040  | 53,652                  | 17,079                                  | 2012          | 2003       | 15451 Ventura Boulevard       |
| Englishtown, NJ                   | —            | 690                      | 12,520                  | 2,882                                      | 882  | 15,210                  | 5,523                                   | 2010          | 1997       | 49 Lasatta Ave                |
| Epsom, UK                         | —            | 20,159                   | 34,803                  | 123  | 19,734   | 35,351                  | 6,169                                   | 2016          | 2014       | 450-458 Reigate Road          |
| Erie, PA                          | —            | 1,502                    | 9,216                   | —  | 1,502  | 9,216                   | 1,909                                   | 2019          | 2013       | 4400 East Lake Road           |
| Esher, UK                         | —            | 5,783                    | 48,361                  | 3,329                                      | 5,640  | 51,833                  | 16,712                                  | 2013          | 2006       | 42 Copes Lane                 |
| Evans, GA                         | —            | 3,211                    | 20,503                  | 89   | 3,218  | 20,585                  | 2,519                                   | 2021          | 1999       | 100 Washington Commons Dr     |
| Evansville, IN                    | —            | 1,038                    | 11,983                  | 493  | 1,038  | 12,476                  | 1,567                                   | 2021          | 1991       | 5050 Lincoln Avenue           |
| Everett, WA                       | —            | 638                      | 8,708                   | 1,066                                      | 638  | 9,774                   | 1,363                                   | 2020          | 1998       | 524 75th St SE                |
| Everett, WA                       | —            | 1,912                    | 16,647                  | 415  | 1,913  | 17,061                  | 1,774                                   | 2021          | 1989       | 3915 Colby Avenue N           |
| Fairfield, NJ                     | —            | 3,120                    | 43,868                  | 3,005                                      | 3,286  | 46,707                  | 14,438                                  | 2013          | 1998       | 47 Greenbrook Road            |
| Fairfield, IL                     | —            | 561                      | 3,995                   | 317  | 561  | 4,312                   | 506                                     | 2021          | 1997       | 315 Market Street             |
| Fairfield, CA                     | —            | 1,460                    | 14,040                  | 10,678                                     | 1,460  | 24,718                  | 9,926                                   | 2002          | 1998       | 3350 Cherry Hills St.         |
| Fairfield, OH                     | —            | 1,465                    | 12,957                  | —  | 1,465  | 12,957                  | 1,801                                   | 2019          | 2018       | 520 Patterson Boulevard       |
| Fareham, UK                       | —            | 3,408                    | 17,970                  | 36   | 3,333  | 18,081                  | 4,701                                   | 2014          | 2012       | Redlands Lane                 |
| Florence, AL                      | —            | 353                      | 13,049                  | 3,740                                      | 385  | 16,757                  | 5,404                                   | 2010          | 1999       | 3275 County Road 47           |
| Flossmoor, IL                     | —            | 1,292                    | 9,496                   | 2,998                                      | 1,362  | 12,424                  | 4,780                                   | 2013          | 2000       | 19715 Governors Highway       |
| Flower Mound, TX                  | —            | 1,800                    | 8,414                   | 1,047                                      | 1,800  | 9,461                   | 2,627                                   | 2011          | 2012       | 4141 Long Prairie Road        |
| Folsom, CA                        | —            | 1,490                    | 32,754                  | 285  | 1,490  | 33,039                  | 7,817                                   | 2015          | 2014       | 1574 Creekside Drive          |
| Folsom, CA                        | —            | 2,306                    | 10,948                  | 232  | 2,306  | 11,180                  | 1,391                                   | 2021          | 2010       | 1801 E. Natoma St.            |
| Fort Wayne, IN                    | —            | 3,637                    | 42,242                  | 769  | 3,637  | 43,011                  | 3,549                                   | 2020          | 2018       | 3715 Union Chapel Rd          |
| Fort Worth, TX                    | —            | 2,080                    | 27,888                  | 10,112                                     | 2,080  | 38,000                  | 12,780                                  | 2012          | 2001       | 2151 Green Oaks Road          |
| Fort Worth, TX                    | —            | 4,179                    | 40,328                  | 18,261                                     | 7,150  | 55,618                  | 8,766                                   | 2019          | 2017       | 3401 Amador Drive             |
| Fort Worth, TX                    | —            | 2,538                    | 18,909                  | 49   | 2,538  | 18,958                  | 1,794                                   | 2020          | 2020       | 3401 Amador Drive             |
| Fort Worth, TX                    | —            | —                        | —                       | 25,972                                     | 2,781  | 23,191                  | 1,964                                   | 2021          | 2015       | 8600 N Riverside Dr           |
| Franklin, TN                      | —            | 5,733                    | 15,437                  | 2,351                                      | 5,734  | 17,787                  | 1,789                                   | 2021          | 1999       | 314 Cool Springs Blvd.        |
| Fremont, CA                       | —            | 3,400                    | 25,300                  | 7,027                                      | 3,456  | 32,271                  | 14,022                                  | 2005          | 1987       | 2860 Country Dr.              |
| Fresno, CA                        | 22,570       | 896                      | 10,591                  | 25,463                                     | 2,459  | 34,491                  | 4,868                                   | 2019          | 2014       | 5605 North Gates Avenue       |
| Frome, UK                         | —            | 2,720                    | 14,813                  | 380  | 2,663  | 15,250                  | 3,794                                   | 2014          | 2012       | Welshmill Lane                |
| Fullerton, CA                     | —            | 1,964                    | 19,989                  | 2,030                                      | 1,998  | 21,985                  | 6,893                                   | 2013          | 2008       | 2226 North Euclid Street      |
| Fullerton, CA                     | —            | 1,801                    | 6,195                   | 857  | 1,801  | 7,052                   | 722                                     | 2021          | 1987       | 1510 East Commonwealth Avenue |
| Fullerton, CA                     | —            | 6,739                    | 54,075                  | 2,190                                      | 6,739  | 56,265                  | 1,781                                   | 2022          | 2021       | 433 W Bastanchury Rd          |
| Gahanna, OH                       | —            | 772                      | 11,214                  | 2,282                                      | 847  | 13,421                  | 4,575                                   | 2013          | 1998       | 775 East Johnstown Road       |
| Gainesville, GA                   | —            | 1,908                    | 27,036                  | 434  | 1,909  | 27,469                  | 2,570                                   | 2021          | 2000       | 940 South Enota Drive         |
| Gainesville, FL                   | —            | —                        | —                       | 31,636                                     | 2,374  | 29,262                  | 2,767                                   | 2016          | 2018       | 3605 NW 83rd Street           |
| Garden Grove, CA                  | —            | 2,107                    | 4,549                   | 1,171                                      | 2,107  | 5,720                   | 879                                     | 2021          | 1999       | 11848 Valley View Street      |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company     |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                         |
|-----------------------------------|--------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|---------------------------------|
|                                   |              | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |                                 |
| <b>Seniors Housing Operating:</b> |              |                             |                            |  |  |                            |  |                  |            |                                 |
| Gardnerville, NV                  | —            | 1,143                       | 10,831                     | 4,493  | 1,164  | 15,303                     | 10,096                                     | 1998             | 1999       | 1565-A Virginia Ranch Rd.       |
| Gig Harbor, WA                    | —            | 1,560                       | 15,947                     | 5,100  | 1,583  | 21,024                     | 6,851                                      | 2010             | 1994       | 3213 45th St. Court NW          |
| Gilbert, AZ                       | 14,200       | 2,160                       | 28,246                     | 2,704  | 2,208  | 30,902                     | 11,854                                     | 2013             | 2008       | 580 S. Gilbert Road             |
| Glen Cove, NY                     | —            | 4,594                       | 35,236                     | 2,767  | 4,718  | 37,879                     | 13,612                                     | 2013             | 1998       | 39 Forest Avenue                |
| Glendale, AZ                      | —            | 3,114                       | 24,668                     | 52   | 3,115  | 24,719                     | 1,276                                      | 2021             | 2018       | 8847 W. Glendale Ave            |
| Glenview, IL                      | —            | 2,090                       | 69,288                     | 6,267  | 2,090  | 75,555                     | 24,429                                     | 2012             | 2001       | 2200 Golf Road                  |
| Golden Valley, MN                 | 3,600        | 1,520                       | 33,513                     | 1,703  | 1,634  | 35,102                     | 10,803                                     | 2013             | 2005       | 4950 Olson Memorial Highway     |
| Granbury, TX                      | —            | 2,040                       | 30,670                     | 873  | 2,040  | 31,543                     | 9,825                                      | 2011             | 2009       | 100 Watermark Boulevard         |
| Grand Forks, ND                   | —            | 1,050                       | 13,147                     | 28   | 1,050  | 13,175                     | 1,212                                      | 2021             | 2014       | 3783 S 16th St #112             |
| Grand Prairie, TX                 | —            | 1,880                       | 23,827                     | 45   | 1,884  | 23,868                     | 1,023                                      | 2021             | 2021       | 3013 Doryn Drive                |
| Grand Rapids, MI                  | —            | 2,179                       | 15,745                     | 256  | 2,365  | 15,815                     | 1,554                                      | 2021             | 2003       | 3121 Lake Michigan Dr NW        |
| Grandville, MI                    | —            | 1,533                       | 7,219                      | 371  | 1,533  | 7,590                      | 362  | 2022             | 2018       | 3939 44th St SW                 |
| Grants Pass, OR                   | —            | 561                         | 8,874                      | 177  | 561  | 9,051                      | 749  | 2021             | 1985       | 1001 NE A Street                |
| Grapevine, TX                     | —            | 2,220                       | 17,648                     | 637  | 2,220  | 18,285                     | 3,396                                      | 2013             | 2014       | 4545 Merlot Drive               |
| Greeley, CO                       | —            | 1,077                       | 18,051                     | 499  | 1,077  | 18,550                     | 3,006                                      | 2017             | 2009       | 5300 West 29th Street           |
| Greenville, SC                    | —            | 893                         | 22,795                     | 702  | 894  | 23,496                     | 2,116                                      | 2021             | 1989       | 1180 Haywood Road               |
| Gresham, OR                       | —            | 1,966                       | 6,566                      | 139  | 1,966  | 6,705                      | 558  | 2021             | 1985       | 2895 SE Powell Valley Rd.       |
| Grimsby, ON                       | —            | 636                         | 5,617                      | 785  | 661  | 6,377                      | 1,724                                      | 2015             | 1991       | 84 Main Street East             |
| Grosse Pointe Woods, MI           | —            | 950                         | 13,662                     | 1,006  | 950  | 14,668                     | 4,495                                      | 2013             | 2006       | 1850 Vernier Road               |
| Grosse Pointe Woods, MI           | —            | 1,430                       | 31,777                     | 1,355  | 1,452  | 33,110                     | 10,020                                     | 2013             | 2005       | 21260 Mack Avenue               |
| Grove City, OH                    | —            | 3,509                       | 82,988                     | —  | 3,509  | 82,988                     | 11,470                                     | 2018             | 2017       | 3717 Orders Road                |
| Grove City, OH                    | —            | 1,099                       | 5,246                      | 495  | 1,105  | 5,735                      | 816  | 2021             | 1990       | 2320 Sonora Drive               |
| Guildford, UK                     | —            | —                           | —                          | 61,801   | 5,243  | 56,558                     | 17,015                                     | 2013             | 2006       | Astolat Way, Peasmarsh          |
| Gurnee, IL                        | —            | 890                         | 27,931                     | 2,805  | 945  | 30,681                     | 9,490                                      | 2013             | 2002       | 500 North Hunt Club Road        |
| Haddonfield, NJ                   | —            | 520                         | 16,363                     | 852  | 527  | 17,208                     | 3,932                                      | 2011             | 2015       | 132 Warwick Road                |
| Hamburg, NY                       | —            | 984                         | 10,928                     | —  | 984  | 10,928                     | 2,013                                      | 2019             | 2009       | 4600 Southwestern Blvd          |
| Hamilton, OH                      | —            | 1,128                       | 10,940                     | 1,116  | 1,184  | 12,000                     | 1,879                                      | 2019             | 2019       | 1740 Eden Park Drive            |
| Hampshire, UK                     | —            | —                           | —                          | 30,676   | 4,084  | 26,592                     | 8,359                                      | 2013             | 2006       | 22-26 Church Road               |
| Happy Valley, OR                  | —            | 721                         | 10,410                     | —  | 721  | 10,410                     | 1,746                                      | 2019             | 1998       | 8915 S.E. Monterey              |
| Harahan, LA                       | —            | 2,628                       | 38,864                     | 78   | 2,628  | 38,942                     | 1,215                                      | 2021             | 2020       | 7904 Jefferson Hwy              |
| Harrisburg, IL                    | —            | 858                         | 4,940                      | 210  | 858  | 5,150                      | 735  | 2021             | 2005       | 165 Ron Morse Drive             |
| Hattiesburg, MS                   | —            | 450                         | 13,469                     | 185  | 450  | 13,654                     | 4,228                                      | 2010             | 2009       | 217 Methodist Hospital Blvd     |
| Haverford, PA                     | —            | 1,880                       | 33,993                     | 3,519  | 1,907  | 37,485                     | 11,602                                     | 2010             | 2000       | 731 Old Buck Lane               |
| Helena, MT                        | —            | 1,850                       | 19,045                     | 93   | 1,851  | 19,137                     | 2,692                                      | 2021             | 1998       | 2801 Colonial Drive             |
| Hemet, CA                         | —            | 1,877                       | 9,488                      | 320  | 1,878  | 9,807                      | 1,027                                      | 2021             | 1988       | 800 W Oakland Ave               |
| Henderson, NV                     | —            | 1,190                       | 11,600                     | 1,393  | 1,298  | 12,885                     | 5,277                                      | 2013             | 2008       | 1555 West Horizon Ridge Parkway |
| Hermitage, PA                     | —            | 1,084                       | 15,449                     | 50   | 1,084  | 15,499                     | 1,600                                      | 2021             | 2001       | 260 S. Buhl Farm Dr.            |
| Hickory, NC                       | —            | 1,600                       | 28,419                     | 122  | 1,600  | 28,541                     | 2,690                                      | 2021             | 2002       | 915 29th Avenue NE              |
| High Point, NC                    | —            | 1,355                       | 21,735                     | 596  | 1,356  | 22,330                     | 2,394                                      | 2021             | 2002       | 1573 Skeet Club Rd.             |
| High Wycombe, UK                  | —            | 3,378                       | 13,343                     | —  | 3,378  | 13,343                     | 2,156                                      | 2015             | 2017       | The Row Lane End                |
| Highland Park, IL                 | —            | 2,820                       | 15,832                     | 1,435  | 2,820  | 17,267                     | 4,703                                      | 2011             | 2012       | 1651 Richfield Avenue           |
| Highland Park, IL                 | —            | 2,250                       | 25,313                     | 1,991  | 2,271  | 27,283                     | 9,345                                      | 2013             | 2005       | 1601 Green Bay Road             |
| Hindhead, UK                      | —            | 17,852                      | 48,645                     | 46   | 17,475   | 49,068                     | 8,341                                      | 2016             | 2012       | Portsmouth Road                 |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                      |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                              |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                              |
| Hingham, MA                       | —            | 1,440                    | 32,292                  | 615  | 1,444  | 32,903                  | 7,922                                   | 2015          | 2012       | 1 Sgt. William B Terry Drive |
| Holbrook, NY                      | —            | 3,957                    | 35,337                  | 2,994                                      | 4,317  | 37,971                  | 11,991                                  | 2013          | 2001       | 320 Patchogue Holbrook Road  |
| Honolulu, HI                      | —            | 22,918                   | 56,046                  | 802  | 22,930   | 56,836                  | 7,569                                   | 2021          | 1998       | 428 Kawaihae St              |
| Hoover, AL                        | —            | 2,165                    | 18,043                  | 121  | 2,166  | 18,163                  | 1,957                                   | 2021          | 2004       | 3517 Lorna Road              |
| Horley, UK                        | —            | 2,332                    | 12,144                  | 550  | 2,283  | 12,743                  | 3,744                                   | 2014          | 2014       | Court Lodge Road             |
| Houston, TX                       | —            | 960                      | 16,071                  | —  | 960  | 16,071                  | 10,261                                  | 2011          | 1995       | 10225 Cypresswood Dr         |
| Houston, TX                       | —            | 3,830                    | 55,674                  | 10,350                                     | 3,830  | 66,024                  | 22,748                                  | 2012          | 1998       | 2929 West Holcombe Boulevard |
| Houston, TX                       | —            | —                        | —                       | 41,899                                     | 1,040  | 40,859                  | 12,062                                  | 2012          | 1999       | 505 Bering Drive             |
| Houston, TX                       | —            | —                        | —                       | 19,671                                     | 1,750  | 17,921                  | 3,578                                   | 2016          | 2014       | 10120 Louetta Road           |
| Howell, NJ                        | —            | 1,066                    | 21,577                  | 2,085                                      | 1,154  | 23,574                  | 7,614                                   | 2010          | 2007       | 100 Meridian Place           |
| Hudson, OH                        | —            | 1,586                    | 11,314                  | 167  | 1,586  | 11,481                  | 257                                     | 2022          | 2019       | 125 Omni Lake Pkwy           |
| Hudson, OH                        | —            | 1,754                    | 34,395                  | 448  | 1,754  | 34,843                  | 700                                     | 2022          | 2019       | 150 Omni Lake Pkwy           |
| Huntington Beach, CA              | —            | 3,808                    | 31,172                  | 3,163                                      | 3,931  | 34,212                  | 11,961                                  | 2013          | 2004       | 7401 Yorktown Avenue         |
| Hutchinson, KS                    | —            | 600                      | 10,590                  | 5,501                                      | 600  | 16,091                  | 5,555                                   | 2004          | 1997       | 2416 Brentwood               |
| Independence, MO                  | —            | 1,572                    | 14,454                  | —  | 1,572  | 14,454                  | 2,032                                   | 2019          | 2019       | 19301 East Eastland Ctr Ct   |
| Independence, MO                  | —            | 3,215                    | 24,471                  | 478  | 3,250  | 24,914                  | 2,373                                   | 2021          | 1990       | 2100 Swope Drive             |
| Independence, MO                  | 10,558       | 2,017                    | 15,796                  | 884  | 2,017  | 16,680                  | 547                                     | 2022          | 2014       | 19301 E 50th Terrace Ct S    |
| Indianola, IA                     | —            | 2,211                    | 11,501                  | 533  | 2,211  | 12,034                  | 387                                     | 2022          | 2018       | 610 E Scenic Valley Ave      |
| Iowa City, IA                     | —            | 891                      | 6,011                   | 136  | 891  | 6,147                   | 632                                     | 2021          | 1991       | 2423 Walden Road             |
| Jackson, TN                       | —            | 1,370                    | 12,490                  | 310  | 1,387  | 12,783                  | 1,291                                   | 2021          | 1996       | 25 Max Lane Drive            |
| Jacksonville, FL                  | —            | 750                      | 25,231                  | 268  | 750  | 25,499                  | 4,303                                   | 2013          | 2014       | 5939 Roosevelt Boulevard     |
| Jacksonville, FL                  | —            | —                        | 26,381                  | 2,086                                      | 1,691  | 26,776                  | 4,505                                   | 2013          | 2014       | 4000 San Pablo Parkway       |
| Jacksonville, FL                  | —            | 1,205                    | 11,991                  | 23,039                                     | 6,550  | 29,685                  | 4,028                                   | 2019          | 2019       | 10520 Validus Drive          |
| Jeannette, PA                     | —            | 1,642                    | 22,377                  | 919  | 1,642  | 23,296                  | 717                                     | 2022          | 2018       | 4000 Village Dr              |
| Johns Creek, GA                   | —            | 1,580                    | 23,285                  | 1,651                                      | 1,588  | 24,928                  | 7,884                                   | 2013          | 2009       | 11405 Medlock Bridge Road    |
| Johnson City, NY                  | —            | 1,440                    | 11,675                  | 1,184                                      | 1,481  | 12,818                  | 2,379                                   | 2019          | 2013       | 1035 Anna Maria Drive        |
| Kalamazoo, MI                     | —            | 7,511                    | 45,942                  | 48   | 6,291  | 47,210                  | 5,344                                   | 2021          | 1989       | 1700 Bronson Way             |
| Kalamazoo, MI                     | —            | —                        | —                       | 1,274                                      | 1,274  | —                       | —                                       | 2021          | 1900       | 1700 Bronson Way             |
| Kanata, ON                        | —            | 1,689                    | 28,670                  | 816  | 1,676  | 29,499                  | 9,527                                   | 2012          | 2005       | 70 Stonehaven Drive          |
| Kansas City, MO                   | 11,239       | 1,938                    | 11,694                  | 854  | 1,938  | 12,548                  | 456                                     | 2022          | 2016       | 111 NW 94 St                 |
| Kelowna, BC                       | 4,118        | 2,688                    | 13,647                  | 1,753                                      | 2,786  | 15,302                  | 5,420                                   | 2013          | 1999       | 863 Leon Avenue              |
| Kelowna, BC                       | —            | 6,302                    | 46,346                  | 4,616                                      | 6,302  | 50,962                  | 2,622                                   | 2022          | 2021       | 1360 K.L.O Road              |
| Kelowna, BC                       | —            | 5,443                    | 42,606                  | 3,801                                      | 5,443  | 46,407                  | 2,803                                   | 2022          | 2000       | 580 Yates Road               |
| Kelowna, BC                       | —            | 6,171                    | 51,949                  | 4,494                                      | 6,171  | 56,443                  | 2,662                                   | 2022          | 2005       | 1075 Barnes Ave              |
| Kelowna, BC                       | —            | 3,718                    | 44,690                  | 3,508                                      | 3,718  | 48,198                  | 2,719                                   | 2022          | 2012       | 1277 Gordon Drive            |
| Kelowna, BC                       | —            | 3,069                    | 11,524                  | 622  | 3,069  | 12,146                  | 864                                     | 2022          | 1988       | 3200 Lakeshore Road          |
| Kennebunk, ME                     | —            | 2,700                    | 30,204                  | 6,670                                      | 3,525  | 36,049                  | 16,753                                  | 2013          | 2006       | One Huntington Common Drive  |
| Kenner, LA                        | —            | 1,100                    | 10,036                  | 5,354                                      | 1,100  | 15,390                  | 11,447                                  | 1998          | 2000       | 1600 Joe Yenni Blvd          |
| Kenner, LA                        | —            | 809                      | 12,344                  | 575  | 810  | 12,918                  | 962                                     | 2021          | 1988       | 1101 Sunset Boulevard        |
| Kennett Square, PA                | —            | 1,050                    | 22,946                  | 1,308                                      | 1,152  | 24,152                  | 7,496                                   | 2010          | 2008       | 301 Victoria Gardens Dr.     |
| Kingsport, TN                     | —            | 2,123                    | 33,130                  | 61   | 2,123  | 33,191                  | 1,121                                   | 2021          | 2019       | 915 Holston Hills Dr.        |
| Kingston, ON                      | 10,554       | 1,030                    | 11,416                  | 1,707                                      | 1,368  | 12,785                  | 3,066                                   | 2015          | 1983       | 181 Ontario Street           |
| Kingston upon Thames, UK          | —            | 32,366                   | 46,899                  | —  | 32,366   | 46,899                  | 7,935                                   | 2016          | 2014       | Coombe Lane West             |

(Dollars in thousands)

| Description                       | Initial Cost to Company |                             |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                        |
|-----------------------------------|-------------------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|--------------------------------|
|                                   | Encumbrances            | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |                                |
| <b>Seniors Housing Operating:</b> |                         |                             |                            |  |  |                            |  |                  |            |                                |
| Kingwood, TX                      | —                       | 480                         | 9,777                      | 1,681  | 480  | 11,458                     | 3,901                                      | 2011             | 1999       | 22955 Eastex Freeway           |
| Kingwood, TX                      | —                       | 1,683                       | 24,207                     | 2,513  | 1,683  | 26,720                     | 5,931                                      | 2017             | 2012       | 24025 Kingwood Place           |
| Kirkland, WA                      | —                       | 1,880                       | 4,315                      | 2,287  | 1,880  | 6,602                      | 2,562                                      | 2003             | 1996       | 6505 Lakeview Dr.              |
| Kitchener, ON                     | 8,502                   | 1,341                       | 13,939                     | 4,800  | 1,411  | 18,669                     | 4,858                                      | 2016             | 2003       | 1250 Weber Street E            |
| Klamath Falls, OR                 | —                       | 1,335                       | 10,174                     | 2,102  | 1,335  | 12,276                     | 2,553                                      | 2020             | 2000       | 615 Washburn Way               |
| La Palma, CA                      | —                       | 2,950                       | 16,591                     | 1,337  | 2,996  | 17,882                     | 5,866                                      | 2013             | 2003       | 5321 La Palma Avenue           |
| La Vista, NE                      | 9,220                   | 1,199                       | 14,840                     | 830  | 1,199  | 15,670                     | 540  | 2022             | 2012       | 7544 Gertrude St               |
| Lackawanna, NY                    | —                       | 1,029                       | 5,959                      | —  | 1,029  | 5,959                      | 1,250                                      | 2019             | 2002       | 133 Orchard Place              |
| Lafayette Hill, PA                | —                       | 1,750                       | 11,848                     | 2,566  | 1,867  | 14,297                     | 5,793                                      | 2013             | 1998       | 429 Ridge Pike                 |
| Laguna Hills, CA                  | —                       | 12,820                      | 75,926                     | 20,937   | 12,820   | 96,863                     | 27,962                                     | 2016             | 1988       | 24903 Moulton Parkway          |
| Laguna Woods, CA                  | —                       | 11,280                      | 76,485                     | 14,186   | 11,280   | 90,671                     | 24,362                                     | 2016             | 1987       | 24441 Calle Sonora             |
| Laguna Woods, CA                  | —                       | 9,150                       | 57,842                     | 13,345   | 9,150  | 71,187                     | 19,566                                     | 2016             | 1986       | 24962 Calle Aragon             |
| Lake Havasu City, AZ              | —                       | 364                         | 1,599                      | 527  | 364  | 2,126                      | 489  | 2020             | 2009       | 320 Lake Havasu Ave. N,        |
| Lake Zurich, IL                   | —                       | 1,470                       | 9,830                      | 3,857  | 1,470  | 13,687                     | 5,679                                      | 2011             | 2007       | 550 America Court              |
| Lakeland, FL                      | —                       | 2,416                       | 19,791                     | 165  | 2,416  | 19,956                     | 2,165                                      | 2021             | 1999       | 1325 Grasslands Boulevard      |
| Lakeview, MI                      | —                       | 733                         | 2,212                      | 126  | 733  | 2,338                      | 191  | 2022             | 2013       | 9494 Paden Rd                  |
| Lakewood, NY                      | 10,040                  | 1,031                       | 17,410                     | 776  | 1,031  | 18,186                     | 565  | 2022             | 2016       | 2123 Southwestern Dr           |
| Lakewood Ranch, FL                | —                       | 650                         | 6,714                      | 2,051  | 650  | 8,765                      | 2,373                                      | 2011             | 2012       | 8230 Nature's Way              |
| Lakewood Ranch, FL                | —                       | 1,000                       | 22,388                     | 493  | 1,000  | 22,881                     | 6,231                                      | 2012             | 2005       | 8220 Natures Way               |
| Lancaster, CA                     | —                       | 700                         | 15,295                     | 5,028  | 712  | 20,311                     | 6,995                                      | 2010             | 1999       | 43051 15th St. West            |
| Lancaster, OH                     | —                       | 289                         | 2,077                      | 620  | 289  | 2,697                      | 267  | 2021             | 1996       | 800 Becks Knob Road            |
| Lancaster, OH                     | —                       | 1,029                       | 7,699                      | 236  | 1,029  | 7,935                      | 1,101                                      | 2021             | 1981       | 2750 West Fair Avenue          |
| Lancaster, PA                     | —                       | 1,680                       | 14,039                     | 131  | 1,680  | 14,170                     | 2,374                                      | 2015             | 2017       | 31 Millersville Road           |
| Lancaster, NY                     | —                       | 1,283                       | 12,202                     | —  | 1,283  | 12,202                     | 2,393                                      | 2019             | 2011       | 18 Pavement Road               |
| Las Vegas, NV                     | —                       | 5,908                       | 36,955                     | 4,577  | 5,908  | 41,532                     | 7,940                                      | 2020             | 1999       | 1600 S Valley View Road        |
| Las Vegas, NV                     | —                       | 1,274                       | 13,748                     | 803  | 1,298  | 14,527                     | 1,789                                      | 2020             | 2001       | 3300 Winterhaven Street        |
| Las Vegas, NV                     | —                       | 2,412                       | 22,045                     | 2,615  | 2,412  | 24,660                     | 3,491                                      | 2020             | 1997       | 3210 S Sandhill Road           |
| Laval, QC                         | 19,011                  | 2,105                       | 32,161                     | 4,586  | 2,129  | 36,723                     | 7,379                                      | 2018             | 2005       | 269, boulevard Ste. Rose       |
| Laval, QC                         | 3,513                   | 2,383                       | 5,968                      | 1,431  | 2,402  | 7,380                      | 1,425                                      | 2018             | 1989       | 263, boulevard Ste. Rose       |
| Lawrence, KS                      | —                       | 250                         | 8,716                      | 195  | 250  | 8,911                      | 2,399                                      | 2012             | 1996       | 3220 Peterson Road             |
| Lawrenceville, GA                 | —                       | 1,500                       | 29,003                     | 979  | 1,562  | 29,920                     | 9,369                                      | 2013             | 2008       | 1375 Webb Gin House Road       |
| Lawrenceville, GA                 | —                       | 3,513                       | 24,173                     | 2,504  | 3,514  | 26,676                     | 1,896                                      | 2021             | 2007       | 2899 Five Forks Trickum Road   |
| Leatherhead, UK                   | —                       | 4,430                       | 17,865                     | —  | 4,430  | 17,865                     | 2,793                                      | 2015             | 2017       | Rectory Lane                   |
| Leawood, KS                       | —                       | 2,490                       | 32,493                     | 10,824   | 5,610  | 40,197                     | 12,945                                     | 2012             | 1999       | 4400 West 115th Street         |
| Lenexa, KS                        | 9,700                   | 826                         | 26,251                     | 1,837  | 927  | 27,987                     | 9,460                                      | 2013             | 2006       | 15055 West 87th Street Parkway |
| Lexington, SC                     | —                       | 1,843                       | 15,301                     | 300  | 1,870  | 15,574                     | 1,365                                      | 2021             | 2001       | 203 Old Chapin Rd.             |
| Lincoln, NE                       | —                       | 884                         | 10,637                     | 99   | 895  | 10,725                     | 1,088                                      | 2021             | 1990       | 1111 S 70th                    |
| Lincoln, NE                       | —                       | 390                         | 13,807                     | 602  | 390  | 14,409                     | 4,660                                      | 2010             | 2000       | 7208 Van Dorn St.              |
| Lincroft, NJ                      | —                       | 9                           | 19,958                     | 2,131  | 148  | 21,950                     | 7,195                                      | 2013             | 2002       | 734 Newman Springs Road        |
| Linwood, NJ                       | —                       | 800                         | 21,984                     | 2,521  | 873  | 24,432                     | 7,921                                      | 2010             | 1997       | 432 Central Ave                |
| Litchfield, CT                    | —                       | 1,240                       | 17,908                     | 12,418   | 1,362  | 30,204                     | 8,222                                      | 2010             | 1998       | 19 Constitution Way            |
| Lititz, PA                        | —                       | 1,200                       | 13,836                     | 116  | 1,200  | 13,952                     | 2,339                                      | 2015             | 2016       | 80 West Millport Road          |
| Little Neck, NY                   | —                       | 3,350                       | 38,461                     | 5,987  | 3,358  | 44,440                     | 13,338                                     | 2010             | 2000       | 5515 Little Neck Pkwy.         |

(Dollars in thousands)

| Description                       | Initial Cost to Company |                             |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                     |
|-----------------------------------|-------------------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|-----------------------------|
|                                   | Encumbrances            | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |                             |
| <b>Seniors Housing Operating:</b> |                         |                             |                            |  |  |                            |  |                  |            |                             |
| Livingston, NJ                    | —                       | 8,000                       | 44,424                     | 2,210  | 8,103  | 46,531                     | 8,297                                      | 2015             | 2017       | 369 E Mt Pleasant Avenue    |
| Lombard, IL                       | 17,010                  | 2,130                       | 59,943                     | 2,205  | 2,218  | 62,060                     | 19,109                                     | 2013             | 2009       | 2210 Fountain Square Dr     |
| London, UK                        | —                       | 19,777                      | 39,598                     | —  | 19,777   | 39,598                     | 820  | 2019             | 2022       | Wood Street                 |
| London, UK                        | —                       | —                           | —                          | 13,885   | 3,055  | 10,830                     | 2,865                                      | 2014             | 2012       | 71 Hatch Lane               |
| London, UK                        | —                       | 23,387                      | 41,794                     | —  | 23,387   | 41,794                     | 1,178                                      | 2019             | 2022       | Ashley Ln, London           |
| London, ON                        | 9,601                   | 1,969                       | 16,985                     | 2,243  | 2,018  | 19,179                     | 4,954                                      | 2015             | 1953       | 1486 Richmond Street North  |
| London, ON                        | —                       | 1,445                       | 13,631                     | 1,537  | 1,599  | 15,014                     | 3,839                                      | 2015             | 1950       | 81 Grand Avenue             |
| London, UK                        | —                       | —                           | —                          | 24,022   | 7,282  | 16,740                     | 3,186                                      | 2015             | 2016       | 6 Victoria Drive            |
| London, UK                        | —                       | —                           | —                          | 68,565   | 21,955   | 46,610                     | 3,774                                      | 2017             | 2020       | 39-41 East Hill, Wandsworth |
| Londonderry, NH                   | 15,304                  | 2,872                       | 24,521                     | 1,279  | 2,872  | 25,800                     | 834  | 2022             | 2016       | 2 Golen Dr                  |
| Long Grove, IL                    | —                       | —                           | —                          | 25,923   | 2,729  | 23,194                     | 1,413                                      | 2021             | 2017       | 2300 Illinois Route 53      |
| Longmont, CO                      | —                       | 1,756                       | 11,825                     | 412  | 1,903  | 12,090                     | 1,509                                      | 2021             | 1986       | 2210 Main Street            |
| Longueuil, QC                     | 7,441                   | 3,992                       | 23,711                     | 3,539  | 4,157  | 27,085                     | 7,607                                      | 2015             | 1989       | 70 Rue Levis                |
| Longview, TX                      | —                       | 610                         | 5,520                      | 1,233  | 610  | 6,753                      | 2,390                                      | 2006             | 2007       | 311 E Hawkins Pkwy          |
| Lorain, OH                        | —                       | 1,409                       | 13,052                     | —  | 1,409  | 13,052                     | 1,626                                      | 2019             | 2018       | 5401 North Pointe Pkwy      |
| Los Angeles, CA                   | —                       | —                           | 114,438                    | 10,062   | —  | 124,500                    | 42,068                                     | 2011             | 2009       | 10475 Wilshire Boulevard    |
| Los Angeles, CA                   | —                       | 3,540                       | 19,007                     | 4,552  | 3,540  | 23,559                     | 8,603                                      | 2012             | 2001       | 2051 N. Highland Avenue     |
| Los Angeles, CA                   | —                       | —                           | 28,050                     | 6,540  | 91   | 34,499                     | 8,134                                      | 2016             | 2006       | 4061 Grand View Boulevard   |
| Louisville, KY                    | —                       | 2,420                       | 20,816                     | 3,810  | 2,420  | 24,626                     | 8,588                                      | 2012             | 1999       | 4600 Bowling Boulevard      |
| Louisville, KY                    | 13,650                  | 1,600                       | 20,326                     | 1,925  | 1,607  | 22,244                     | 7,375                                      | 2013             | 2010       | 6700 Overlook Drive         |
| Louisville, CO                    | —                       | 2,266                       | 13,002                     | 21,965   | 1,939  | 35,294                     | 5,305                                      | 2019             | 2008       | 1336 E Hecla Drive          |
| Louisville, CO                    | —                       | 1,042                       | 8,396                      | 18,982   | 1,156  | 27,264                     | 2,801                                      | 2019             | 2019       | 1800 Plaza Drive            |
| Louisville, CO                    | —                       | 1,432                       | 6,684                      | 54,218   | 2,584  | 59,750                     | 11,898                                     | 2019             | 1999       | 1855 Plaza Drive            |
| Louisville, CO                    | —                       | 1,323                       | 7,547                      | 11,733   | 1,391  | 19,212                     | 2,534                                      | 2019             | 1999       | 282 McCaslin Blvd           |
| Louisville, CO                    | —                       | 1,630                       | 12,001                     | 37,342   | 2,332  | 48,641                     | 7,395                                      | 2019             | 2004       | 1331 E Hecla Drive          |
| Louisville, KY                    | —                       | 1,588                       | 9,254                      | 460  | 1,614  | 9,688                      | 912  | 2021             | 2000       | 620 Valley Coilege Drive    |
| Louisville, KY                    | —                       | 2,274                       | 10,768                     | 2,440  | 2,274  | 13,208                     | 1,032                                      | 2021             | 1998       | 8021 Christian Court        |
| Ludington, MI                     | —                       | 747                         | 6,406                      | 104  | 747  | 6,510                      | 146  | 2022             | 2002       | 502 N Sherman St            |
| Lynnfield, MA                     | —                       | 3,165                       | 45,200                     | 2,936  | 3,786  | 47,515                     | 15,282                                     | 2013             | 2006       | 55 Salem Street             |
| Macungie, PA                      | —                       | —                           | —                          | 26,961   | 2,558  | 24,403                     | 1,886                                      | 2017             | 2018       | 6043 Lower Macungie Road    |
| Madison, TN                       | —                       | 2,093                       | 8,306                      | 208  | 2,093  | 8,514                      | 861  | 2021             | 1986       | 200 East Webster            |
| Mahwah, NJ                        | —                       | 1,605                       | 27,249                     | 1,428  | 1,632  | 28,650                     | 5,639                                      | 2012             | 2015       | 15 Edison Road              |
| Malvern, PA                       | —                       | 1,651                       | 17,194                     | 3,232  | 1,804  | 20,273                     | 7,964                                      | 2013             | 1998       | 324 Lancaster Avenue        |
| Manassas, VA                      | —                       | 2,946                       | 16,609                     | 168  | 2,976  | 16,747                     | 1,759                                      | 2021             | 1994       | 9852 Fairmont Avenue        |
| Mansfield, TX                     | —                       | 660                         | 5,251                      | 850  | 660  | 6,101                      | 2,283                                      | 2006             | 2007       | 2281 Country Club Dr        |
| Mansfield, TX                     | —                       | —                           | —                          | 21,353   | 2,807  | 18,546                     | 1,504                                      | 2017             | 2019       | 2500 N. Walnut Creek        |
| Manteca, CA                       | —                       | 1,300                       | 12,125                     | 5,706  | 1,312  | 17,819                     | 7,831                                      | 2005             | 1986       | 430 N. Union Rd.            |
| Maple Ridge, BC                   | 8,632                   | 2,875                       | 11,922                     | 2,485  | 3,139  | 14,143                     | 2,686                                      | 2015             | 2009       | 12241 224th Street          |
| Marieville, QC                    | 5,206                   | 1,278                       | 12,113                     | 895  | 1,333  | 12,953                     | 3,259                                      | 2015             | 2002       | 425 rue Claude de Ramezay   |
| Markham, ON                       | 45,522                  | 3,727                       | 48,939                     | 2,869  | 3,780  | 51,755                     | 19,006                                     | 2013             | 1981       | 7700 Bayview Avenue         |
| Marlboro, NJ                      | —                       | 2,222                       | 14,888                     | 2,532  | 2,268  | 17,374                     | 5,694                                      | 2013             | 2002       | 3A South Main Street        |
| Marlow, UK                        | —                       | 8,587                       | 38,359                     | —  | 8,587  | 38,359                     | 7,060                                      | 2013             | 2014       | 210 Little Marlow Road      |

(Dollars in thousands)

| Description                       | Initial Cost to Company |                          |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                        |
|-----------------------------------|-------------------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|--------------------------------|
|                                   | Encumbrances            | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                |
| <b>Seniors Housing Operating:</b> |                         |                          |                         |  |  |                         |   |               |            |                                |
| Marysville, WA                    | —                       | 620                      | 4,780                   | 5,069                                      | 620  | 9,849                   | 3,543                                   | 2003          | 1998       | 9802 48th Dr. N.E.             |
| Massillon, OH                     | —                       | 1,117                    | 16,687                  | 889  | 1,117  | 17,576                  | 553                                     | 2022          | 2016       | 2550 University Dr SE          |
| Mattoon, IL                       | —                       | 791                      | 1,905                   | 168  | 803  | 2,061                   | 409                                     | 2021          | 1999       | 2008 South 9th Street          |
| Mattoon, IL                       | —                       | 505                      | 2,258                   | 275  | 505  | 2,533                   | 385                                     | 2021          | 2001       | 1920 Brookstone Lane           |
| McKinney, TX                      | —                       | 1,570                    | 7,389                   | 1,211                                      | 1,570  | 8,600                   | 2,785                                   | 2009          | 2010       | 2701 Alma Rd.                  |
| McKinney, TX                      | —                       | 4,314                    | 23,777                  | 118  | 4,314  | 23,895                  | 1,681                                   | 2021          | 2018       | 220 S Crutcher Crossing        |
| Meadville, PA                     | —                       | 546                      | 4,826                   | —  | 546  | 4,826                   | 113                                     | 2022          | 1900       | 637 Pine St                    |
| Medicine Hat, AB                  | 8,917                   | 1,432                    | 14,141                  | 340  | 1,472  | 14,441                  | 4,462                                   | 2015          | 1999       | 223 Park Meadows Drive SE      |
| Medina, OH                        | —                       | 1,309                    | 10,540                  | 2,429                                      | 1,735  | 12,543                  | 2,003                                   | 2019          | 2017       | 699 North Huntington St        |
| Medina, OH                        | —                       | —                        | —                       | 42,524                                     | 2,111  | 40,413                  | 792                                     | 2019          | 2020       | 122 Medina Rd                  |
| Melbourne, FL                     | —                       | 7,070                    | 48,257                  | 45,667                                     | 7,070  | 93,924                  | 33,317                                  | 2007          | 2009       | 7300 Watersong Lane            |
| Melville, NY                      | —                       | 4,280                    | 73,283                  | 9,420                                      | 4,332  | 82,651                  | 25,492                                  | 2010          | 2001       | 70 Pinelawn Rd                 |
| Memphis, TN                       | —                       | 1,800                    | 17,744                  | 3,809                                      | 1,800  | 21,553                  | 8,471                                   | 2012          | 1999       | 6605 Quail Hollow Road         |
| Memphis, TN                       | —                       | 2,794                    | 3,974                   | 1,844                                      | 2,794  | 5,818                   | 1,370                                   | 2021          | 1981       | 1645 Massey Road               |
| Memphis, TN                       | —                       | 1,578                    | 9,933                   | 233  | 1,578  | 10,166                  | 1,211                                   | 2021          | 2018       | 8722 Winchester Rd             |
| Menomonee Falls, WI               | —                       | 1,020                    | 6,984                   | 2,694                                      | 1,020  | 9,678                   | 3,613                                   | 2006          | 2007       | W128 N6900 Northfield Drive    |
| Mentor, OH                        | 11,225                  | 957                      | 13,206                  | 936  | 957  | 14,142                  | 340                                     | 2022          | 2019       | 9150 Lakeshore Blvd            |
| Merced, CA                        | —                       | 2,806                    | 13,292                  | 242  | 2,814  | 13,526                  | 1,255                                   | 2021          | 1997       | 3460 R Street                  |
| Mesa, AZ                          | —                       | 950                      | 9,087                   | 5,940                                      | 950  | 15,027                  | 7,394                                   | 1999          | 2000       | 7231 E. Broadway               |
| Metairie, LA                      | 14,200                  | 725                      | 27,708                  | 2,080                                      | 1,448  | 29,065                  | 8,708                                   | 2013          | 2009       | 3732 West Esplanade Ave. S     |
| Midland, MI                       | —                       | 1,084                    | 5,623                   | 332  | 1,084  | 5,955                   | 328                                     | 2022          | 2015       | 4124 Waldo Ave                 |
| Mill Creek, WA                    | —                       | 10,150                   | 60,274                  | 4,994                                      | 10,179   | 65,239                  | 25,494                                  | 2010          | 1998       | 14905 Bothell-Everett Hwy      |
| Millbrook, NY                     | —                       | 12,448                   | 12,390                  | 788  | 12,708   | 12,918                  | 3,250                                   | 2021          | 1985       | 79 Flint Road                  |
| Millersburg, OH                   | —                       | 1,293                    | 17,788                  | 716  | 1,293  | 18,504                  | 590                                     | 2022          | 2021       | 4245 Glen Dr                   |
| Milton, ON                        | 17,326                  | 4,542                    | 25,321                  | 5,995                                      | 4,680  | 31,178                  | 5,978                                   | 2015          | 2012       | 611 Farmstead Drive            |
| Milwaukie, OR                     | —                       | 2,391                    | 20,262                  | 289  | 2,391  | 20,551                  | 2,117                                   | 2021          | 1996       | 4017 SE Vineyard Road          |
| Minnetonka, MN                    | —                       | 920                      | 29,344                  | 1,594                                      | 964  | 30,894                  | 9,364                                   | 2013          | 2006       | 18605 Old Excelsior Blvd.      |
| Mission Viejo, CA                 | 12,661                  | 6,600                    | 52,118                  | 9,060                                      | 6,600  | 61,178                  | 14,143                                  | 2016          | 1998       | 27783 Center Drive             |
| Mississauga, ON                   | 7,208                   | 1,602                    | 17,996                  | 1,132                                      | 1,641  | 19,089                  | 6,066                                   | 2013          | 1984       | 1130 Bough Beeches Boulevard   |
| Mississauga, ON                   | 23,386                  | 3,649                    | 35,137                  | 2,773                                      | 3,818  | 37,741                  | 11,877                                  | 2015          | 1988       | 1490 Rathburn Road East        |
| Mississauga, ON                   | 5,266                   | 2,548                    | 15,158                  | 3,369                                      | 2,608  | 18,467                  | 5,112                                   | 2015          | 1989       | 85 King Street East            |
| Missoula, MT                      | —                       | 550                      | 7,490                   | 2,098                                      | 553  | 9,585                   | 3,862                                   | 2005          | 1998       | 3620 American Way              |
| Mobberley, UK                     | —                       | 5,146                    | 26,665                  | 126  | 5,037  | 26,900                  | 9,760                                   | 2013          | 2007       | Barclay Park, Hall Lane        |
| Mobile, AL                        | —                       | 737                      | 10,205                  | 77   | 737  | 10,282                  | 1,302                                   | 2021          | 1995       | 650 University Boulevard South |
| Molalla, OR                       | —                       | 1,210                    | 3,903                   | 719  | 1,210  | 4,622                   | 928                                     | 2020          | 1998       | 835 E Main St                  |
| Monterey, CA                      | —                       | 6,440                    | 29,101                  | 3,717                                      | 6,443  | 32,815                  | 10,523                                  | 2013          | 2009       | 1110 Cass St.                  |
| Montgomery, AL                    | —                       | 524                      | 10,923                  | 47   | 524  | 10,970                  | 1,364                                   | 2021          | 1991       | 5801 Eastdale Drive            |
| Montgomery, MD                    | —                       | 6,482                    | 83,642                  | 15,287                                     | 6,709  | 98,702                  | 22,714                                  | 2018          | 1992       | 3701 International Dr          |
| Montgomery Village, MD            | —                       | 3,530                    | 18,246                  | 7,952                                      | 4,291  | 25,437                  | 13,035                                  | 2013          | 1993       | 19310 Club House Road          |
| Montreal-Nord, QC                 | 9,462                   | 4,407                    | 23,719                  | 8,325                                      | 4,463  | 31,988                  | 7,068                                   | 2018          | 1988       | 6700, boulevard Gouin Est      |
| Moorestown, NJ                    | —                       | 2,060                    | 51,628                  | 8,586                                      | 2,095  | 60,179                  | 17,302                                  | 2010          | 2000       | 1205 N. Church St              |
| Moose Jaw, SK                     | 1,249                   | 582                      | 12,973                  | 1,379                                      | 595  | 14,339                  | 4,346                                   | 2013          | 2001       | 425 4th Avenue NW              |



(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                      |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                              |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                              |
| Morton Grove, IL                  | —            | 1,900                    | 15,729                  | —  | 1,900  | 15,729                  | 5,866                                   | 2010          | 2011       | 5520 N. Lincoln Ave.         |
| Murphy, TX                        | —            | 1,950                    | 19,182                  | 831  | 1,950  | 20,013                  | 4,066                                   | 2015          | 2012       | 304 West FM 544              |
| Nacogdoches, TX                   | —            | 390                      | 5,754                   | 970  | 390  | 6,724                   | 2,499                                   | 2006          | 2007       | 5902 North St                |
| Naperville, IL                    | —            | 1,550                    | 12,237                  | 2,722                                      | 1,550  | 14,959                  | 5,064                                   | 2012          | 2013       | 1936 Brookdale Road          |
| Naperville, IL                    | —            | 1,540                    | 28,204                  | 1,894                                      | 1,593  | 30,045                  | 9,739                                   | 2013          | 2002       | 535 West Ogen Avenue         |
| Nashville, TN                     | —            | 3,900                    | 35,788                  | 5,251                                      | 3,900  | 41,039                  | 15,368                                  | 2012          | 1999       | 4206 Stammer Place           |
| New Braunfels, TX                 | —            | 1,200                    | 19,800                  | 10,568                                     | 2,729  | 28,839                  | 8,054                                   | 2011          | 2009       | 2294 East Common Street      |
| New Palestine, IN                 | —            | 2,259                    | 22,010                  | 211  | 2,290  | 22,190                  | 1,944                                   | 2021          | 2017       | 4400 Terrace Drive           |
| Newberg, OR                       | —            | 2,806                    | 15,260                  | 133  | 2,809  | 15,390                  | 1,239                                   | 2021          | 2002       | 3801 Hayes St.               |
| Newbury, UK                       | —            | 2,850                    | 12,796                  | 161  | 2,790  | 13,017                  | 2,257                                   | 2015          | 2016       | 370 London Road              |
| Newmarket, UK                     | —            | 4,071                    | 11,902                  | 890  | 3,985  | 12,878                  | 3,674                                   | 2014          | 2011       | Jeddah Way                   |
| Newtown Square, PA                | —            | 1,930                    | 14,420                  | 1,961                                      | 1,975  | 16,336                  | 6,289                                   | 2013          | 2004       | 333 S. Newtown Street Rd.    |
| Norman, OK                        | —            | 1,480                    | 33,330                  | 957  | 1,480  | 34,287                  | 9,102                                   | 2012          | 1985       | 800 Canadian Trails Drive    |
| North Canton, OH                  | —            | 1,726                    | 24,588                  | 1,926                                      | 1,726  | 26,514                  | 829                                     | 2022          | 2017       | 850 Applegrove St            |
| North Ridgeville, OH              | —            | 1,780                    | 29,390                  | 88   | 1,780  | 29,478                  | 484                                     | 2022          | 2020       | 33770 Bagley Rd              |
| North Tonawanda, NY               | —            | 1,249                    | 7,360                   | 639  | 1,263  | 7,985                   | 1,548                                   | 2019          | 2005       | 705 Sandra Lane              |
| North Tonawanda, NY               | —            | 1,426                    | 17,572                  | 653  | 1,426  | 18,225                  | 605                                     | 2022          | 2009       | 3959 Forest Park Way         |
| North Tustin, CA                  | —            | 2,880                    | 18,059                  | 1,400                                      | 3,044  | 19,295                  | 5,693                                   | 2013          | 2000       | 12291 Newport Avenue         |
| North Wales, PA                   | —            | 1,968                    | 18,356                  | 767  | 1,971  | 19,120                  | 2,161                                   | 2021          | 2013       | 1419 Horsham Rd              |
| Oak Harbor, WA                    | —            | 739                      | 7,698                   | 787  | 739  | 8,485                   | 1,533                                   | 2019          | 1998       | 171 SW 6th Ave               |
| Oak Park, IL                      | —            | 1,250                    | 40,383                  | 3,944                                      | 1,250  | 44,327                  | 14,849                                  | 2012          | 2004       | 1035 Madison Street          |
| Oakdale, PA                       | —            | 1,917                    | 11,954                  | 931  | 1,930  | 12,872                  | 2,438                                   | 2019          | 2017       | 7420 Steubenville Pike       |
| Oakland, CA                       | —            | 3,877                    | 47,508                  | 4,284                                      | 4,117  | 51,552                  | 16,621                                  | 2013          | 1999       | 11889 Skyline Boulevard      |
| Oakton, VA                        | —            | 2,250                    | 37,576                  | 4,241                                      | 2,393  | 41,674                  | 13,186                                  | 2013          | 1997       | 2863 Hunter Mill Road        |
| Oakville, ON                      | 4,860        | 1,252                    | 7,382                   | 769  | 1,331  | 8,072                   | 2,716                                   | 2013          | 1982       | 289 and 299 Randall Street   |
| Oakville, ON                      | 7,427        | 2,134                    | 29,963                  | 2,977                                      | 2,203  | 32,871                  | 10,487                                  | 2013          | 1994       | 25 Lakeshore Road West       |
| Oakville, ON                      | 3,901        | 1,271                    | 13,754                  | 1,560                                      | 1,311  | 15,274                  | 4,460                                   | 2013          | 1988       | 345 Church Street            |
| Ocala, FL                         | —            | 1,340                    | 10,564                  | 377  | 1,340  | 10,941                  | 3,947                                   | 2008          | 2009       | 2650 SE 18TH Avenue          |
| Odessa, TX                        | —            | 346                      | 3,506                   | 249  | 384  | 3,717                   | 326                                     | 2021          | 1954       | 311 W 4th St                 |
| Ogden, UT                         | —            | 360                      | 6,700                   | 1,864                                      | 360  | 8,564                   | 3,706                                   | 2004          | 1998       | 1340 N. Washington Blv.      |
| Oklahoma City, OK                 | —            | 590                      | 7,513                   | 195  | 590  | 7,708                   | 3,026                                   | 2007          | 2008       | 13200 S. May Ave             |
| Oklahoma City, OK                 | —            | 760                      | 7,017                   | 331  | 760  | 7,348                   | 2,776                                   | 2007          | 2009       | 11320 N. Council Road        |
| Oklahoma City, OK                 | —            | —                        | —                       | 18,228                                     | 1,590  | 16,638                  | 1,649                                   | 2014          | 2016       | 2800 SW 131st Street         |
| Oklahoma City, OK                 | —            | 5,946                    | 29,540                  | 343  | 5,962  | 29,867                  | 34,358                                  | 2021          | 1984       | 1404 North West 122nd Street |
| Okotoks, AB                       | 15,670       | 714                      | 20,943                  | 1,428                                      | 752  | 22,333                  | 5,811                                   | 2015          | 2010       | 51 Riverside Gate            |
| Olney, IL                         | —            | 897                      | 4,805                   | 284  | 897  | 5,089                   | 661                                     | 2021          | 1999       | 1110 North East Street       |
| Olney, IL                         | —            | 534                      | 2,234                   | 312  | 546  | 2,534                   | 424                                     | 2021          | 1998       | 1301 North East Street       |
| Omaha, NE                         | 7,977        | 1,623                    | 12,027                  | 649  | 1,623  | 12,676                  | 416                                     | 2022          | 2010       | 7205 N 73rd Plz Cir          |
| Omaha, NE                         | —            | 370                      | 10,230                  | 284  | 370  | 10,514                  | 3,477                                   | 2010          | 1998       | 11909 Miracle Hills Dr.      |
| Omaha, NE                         | —            | 380                      | 8,769                   | 436  | 380  | 9,205                   | 3,159                                   | 2010          | 1999       | 5728 South 108th St.         |
| Orange, CA                        | 34,560       | 8,021                    | 64,689                  | 2,803                                      | 8,021  | 67,492                  | 8,850                                   | 2019          | 2018       | 630 The City Drive South     |
| Orem, UT                          | —            | 1,395                    | 8,775                   | 224  | 1,395  | 8,999                   | 1,055                                   | 2021          | 1987       | 325 W Center                 |
| Ormond Beach, FL                  | —            | 3,428                    | 16,941                  | 326  | 3,430  | 17,265                  | 1,935                                   | 2021          | 1984       | 101 Clyde Morris Blvd        |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                   |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|---------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                           |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                           |
| Ottawa, ON                        | 11,998       | 1,341                    | 15,425                  | 3,637                                      | 1,403  | 19,000                  | 3,822                                   | 2015          | 2001       | 110 Berrigan Drive        |
| Ottawa, ON                        | 7,629        | 2,809                    | 27,299                  | 3,583                                      | 2,855  | 30,836                  | 10,742                                  | 2013          | 1998       | 43 Aylmer Avenue          |
| Ottawa, ON                        | 3,843        | 1,156                    | 9,758                   | 791  | 1,210  | 10,495                  | 3,326                                   | 2013          | 1998       | 1351 Hunt Club Road       |
| Ottawa, ON                        | 5,015        | 746                      | 7,800                   | 1,101                                      | 799  | 8,848                   | 2,733                                   | 2013          | 1999       | 140 Darlington Private    |
| Ottawa, ON                        | 7,818        | 1,176                    | 12,764                  | 961  | 1,240  | 13,661                  | 2,710                                   | 2015          | 1987       | 10 Vaughan Street         |
| Ottawa, ON                        | 17,195       | 3,454                    | 23,309                  | 3,538                                      | 3,607  | 26,694                  | 10,393                                  | 2015          | 1966       | 2370 Carling Avenue       |
| Ottawa, ON                        | 17,733       | 4,256                    | 39,141                  | 1,225                                      | 4,299  | 40,323                  | 9,757                                   | 2015          | 2005       | 751 Peter Morand Crescent |
| Ottawa, ON                        | 6,189        | 2,197                    | 7,513                   | —  | 2,197  | 7,513                   | 3,451                                   | 2015          | 1989       | 1 Eaton Street            |
| Ottawa, ON                        | 11,788       | 2,963                    | 26,424                  | 2,773                                      | 3,094  | 29,066                  | 6,221                                   | 2015          | 2008       | 691 Valin Street          |
| Ottawa, ON                        | 8,893        | 1,561                    | 18,170                  | 2,816                                      | 1,707  | 20,840                  | 4,534                                   | 2015          | 2006       | 22 Barnstone Drive        |
| Ottawa, ON                        | 11,461       | 3,403                    | 31,090                  | 3,014                                      | 3,558  | 33,949                  | 6,748                                   | 2015          | 2009       | 990 Hunt Club Road        |
| Ottawa, ON                        | 14,435       | 3,411                    | 28,335                  | 5,298                                      | 3,560  | 33,484                  | 8,206                                   | 2015          | 2009       | 2 Valley Stream Drive     |
| Outremont, QC                     | 15,294       | 6,746                    | 45,981                  | 11,180                                     | 6,848  | 57,059                  | 13,161                                  | 2018          | 1976       | 1000, avenue Rockland     |
| Overland Park, KS                 | —            | 1,540                    | 16,269                  | 4,322                                      | 1,670  | 20,461                  | 6,109                                   | 2012          | 1998       | 9201 Foster               |
| Oviedo, FL                        | —            | 3,350                    | 31,147                  | 223  | 3,351  | 31,369                  | 3,366                                   | 2021          | 2002       | 7015 Red Bug Lake Rd.     |
| Painesville, OH                   | 8,193        | 1,407                    | 12,500                  | —  | 1,407  | 12,500                  | 95                                      | 2020          | 2022       | 1386 Elizabeth Blvd       |
| Painted Post, NY                  | 8,995        | 1,326                    | 13,400                  | 704  | 1,326  | 14,104                  | 498                                     | 2022          | 2012       | 110 Creekside Dr          |
| Palestine, TX                     | —            | 180                      | 4,320                   | 2,951                                      | 180  | 7,271                   | 2,437                                   | 2006          | 2005       | 1625 W. Spring St.        |
| Palm Coast, FL                    | —            | 870                      | 10,957                  | 355  | 870  | 11,312                  | 3,965                                   | 2008          | 2010       | 50 Town Ct.               |
| Palm Desert, CA                   | —            | 6,193                    | 83,052                  | 1,855                                      | 6,193  | 84,907                  | 1,916                                   | 2022          | 2010       | 39905 Via Scena           |
| Palm Desert, CA                   | —            | 13,628                   | 58,446                  | 1,510                                      | 13,683   | 59,901                  | 6,453                                   | 2021          | 1985       | 41-505 Carlotta Drive     |
| Palo Alto, CA                     | 25,050       | —                        | 39,639                  | 3,558                                      | 43   | 43,154                  | 13,765                                  | 2013          | 2007       | 2701 El Camino Real       |
| Paramus, NJ                       | —            | 2,840                    | 35,728                  | 2,061                                      | 2,986  | 37,643                  | 11,868                                  | 2013          | 1998       | 567 Paramus Road          |
| Paris, IL                         | —            | 688                      | 6,203                   | 403  | 719  | 6,575                   | 639                                     | 2021          | 2001       | 146 Brookstone Lane       |
| Paris, TX                         | —            | 490                      | 5,452                   | 1,160                                      | 490  | 6,612                   | 5,507                                   | 2005          | 2006       | 750 N Collegiate Dr       |
| Parma, OH                         | —            | 1,533                    | 9,221                   | 754  | 1,536  | 9,972                   | 1,904                                   | 2019          | 2016       | 11500 Huffman Road        |
| Paso Robles, CA                   | —            | 1,770                    | 8,630                   | 6,298                                      | 1,770  | 14,928                  | 5,940                                   | 2002          | 1998       | 1919 Creston Rd.          |
| Peabody, MA                       | —            | 2,250                    | 16,071                  | 1,405                                      | 2,380  | 17,346                  | 4,853                                   | 2013          | 1994       | 73 Margin Street          |
| Pella, IA                         | —            | 870                      | 6,716                   | 496  | 938  | 7,144                   | 1,940                                   | 2012          | 2002       | 2602 Fifield Road         |
| Pembroke, ON                      | —            | 1,931                    | 9,427                   | 1,106                                      | 1,915  | 10,549                  | 3,434                                   | 2012          | 1999       | 1111 Pembroke Street West |
| Pennington, NJ                    | —            | 1,380                    | 27,620                  | 3,861                                      | 1,527  | 31,334                  | 8,970                                   | 2011          | 2000       | 143 West Franklin Avenue  |
| Penticton, BC                     | —            | 3,706                    | 46,717                  | 3,508                                      | 3,706  | 50,225                  | 2,779                                   | 2022          | 2015       | 3475 Wilson Street        |
| Peoria, AZ                        | —            | 766                      | 21,796                  | 2,636                                      | 766  | 24,432                  | 4,725                                   | 2018          | 2014       | 13391 N 94th Drive        |
| Peoria, AZ                        | —            | 2,006                    | 12,091                  | 920  | 2,006  | 13,011                  | 1,467                                   | 2021          | 1997       | 13619 N 94th Drive        |
| Pickerington, OH                  | —            | 2,815                    | 26,921                  | 645  | 2,815  | 27,566                  | 964                                     | 2022          | 2019       | 602 Redbud Road           |
| Pittsburgh, PA                    | —            | 1,580                    | 18,017                  | 11,434                                     | 1,615  | 29,416                  | 7,323                                   | 2013          | 2009       | 900 Lincoln Club Dr.      |
| Pittston, PA                      | —            | 1,644                    | 13,756                  | 858  | 1,644  | 14,614                  | 529                                     | 2022          | 2019       | 900 N Twp Blvd            |
| Placentia, CA                     | —            | 8,480                    | 17,076                  | 6,657                                      | 8,528  | 23,685                  | 7,370                                   | 2016          | 1987       | 1180 N Bradford Avenue    |
| Plainview, NY                     | —            | 3,066                    | 19,901                  | 1,935                                      | 3,182  | 21,720                  | 6,574                                   | 2013          | 2001       | 1231 Old Country Road     |
| Plano, TX                         | 28,960       | 3,120                    | 59,950                  | 6,115                                      | 3,294  | 65,891                  | 23,616                                  | 2013          | 2006       | 4800 West Parker Road     |
| Plano, TX                         | —            | 1,750                    | 15,390                  | 2,126                                      | 1,750  | 17,516                  | 3,619                                   | 2016          | 2014       | 3690 Mapleshade Lane      |
| Plattsmouth, NE                   | —            | 250                      | 5,650                   | 189  | 250  | 5,839                   | 2,021                                   | 2010          | 1999       | 1913 E. Highway 34        |
| Playa Vista, CA                   | —            | 1,580                    | 40,531                  | 4,053                                      | 1,677  | 44,487                  | 13,996                                  | 2013          | 2006       | 5555 Playa Vista Drive    |
| Pleasanton, CA                    | —            | —                        | —                       | 52,279                                     | 3,676  | 48,603                  | 5,362                                   | 2016          | 2017       | 5700 Pleasant Hill Road   |
| Port Perry, ON                    | 10,118       | 3,685                    | 26,788                  | 2,883                                      | 3,784  | 29,572                  | 6,135                                   | 2015          | 2009       | 15987 Simcoe Street       |
| Port St. Lucie, FL                | —            | 8,700                    | 47,230                  | 21,669                                     | 8,700  | 68,899                  | 24,522                                  | 2008          | 2010       | 10685 SW Stony Creek Way  |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                       |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                               |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |  |                         |   |               |            |                               |
| Portage, MI                       | 40,751       | 2,880                    | 59,764                  | 2,780                                      | 2,885  | 62,539                  | 9,582                                   | 2019          | 2017       | 3951 W. Milham Ave.           |
| Porterville, CA                   | —            | 1,739                    | 15,190                  | 235  | 1,742  | 15,422                  | 1,742                                   | 2021          | 1999       | 2500 W Henderson Avenue       |
| Potomac, MD                       | —            | —                        | —                       | 58,183                                     | 6,648  | 51,535                  | 3,793                                   | 2018          | 2021       | 10800 Potomac Tennis Lane     |
| Princeton, NJ                     | —            | 1,730                    | 30,888                  | 3,008                                      | 1,845  | 33,781                  | 10,534                                  | 2011          | 2001       | 155 Raymond Road              |
| Princeton, NJ                     | —            | —                        | —                       | 31,755                                     | 3,703  | 28,052                  | 255                                     | 2020          | 2001       | 775 Mt Lucas Road             |
| Purley, UK                        | —            | 7,365                    | 35,161                  | 1,462                                      | 7,193  | 36,795                  | 12,570                                  | 2012          | 2005       | 21 Russell Hill Road          |
| Puyallup, WA                      | —            | 1,150                    | 20,776                  | 7,066                                      | 1,156  | 27,836                  | 8,955                                   | 2010          | 1985       | 123 Fourth Ave. NW            |
| Quebec City, QC                   | 5,996        | 2,420                    | 21,977                  | 3,542                                      | 2,572  | 25,367                  | 4,947                                   | 2018          | 2000       | 795, rue Alain                |
| Quebec City, QC                   | 10,541       | 3,300                    | 28,325                  | 4,897                                      | 3,325  | 33,197                  | 6,482                                   | 2018          | 1987       | 650 and 700, avenue Murray    |
| Queensbury, NY                    | —            | 1,260                    | 21,744                  | 4,174                                      | 1,273  | 25,905                  | 5,601                                   | 2015          | 1999       | 27 Woodvale Road              |
| Quincy, IL                        | —            | 2,328                    | 16,254                  | 117  | 2,332  | 16,367                  | 1,544                                   | 2021          | 2005       | 823 S 36th St.                |
| Rancho Cucamonga, CA              | —            | 1,480                    | 10,055                  | 2,477                                      | 2,084  | 11,928                  | 4,694                                   | 2013          | 2001       | 9519 Baseline Road            |
| Rancho Palos Verdes, CA           | —            | 5,450                    | 60,034                  | 9,014                                      | 5,450  | 69,048                  | 21,690                                  | 2012          | 2004       | 5701 Crestridge Road          |
| Randolph, NJ                      | 29,300       | 1,540                    | 46,934                  | 2,905                                      | 1,760  | 49,619                  | 15,120                                  | 2013          | 2006       | 648 Route 10 West             |
| Rantoul, IL                       | —            | 579                      | 4,576                   | 194  | 579  | 4,770                   | 562                                     | 2021          | 2002       | 300 Twin Lakes Drive          |
| Red Deer, AB                      | 10,685       | 1,247                    | 19,283                  | 2,039                                      | 1,290  | 21,279                  | 5,051                                   | 2015          | 2004       | 3100 - 22 Street              |
| Red Deer, AB                      | 12,559       | 1,199                    | 22,339                  | 2,602                                      | 1,212  | 24,928                  | 6,195                                   | 2015          | 2004       | 10 Inglewood Drive            |
| Redding, CA                       | 25,501       | 4,474                    | 36,557                  | 1,877                                      | 4,474  | 38,434                  | 5,769                                   | 2019          | 2017       | 2150 Bechelli Lane            |
| Redding, CA                       | —            | 2,639                    | 10,290                  | 127  | 2,675  | 10,381                  | 1,286                                   | 2021          | 1985       | 451 Hilltop Drive             |
| Redlands, CA                      | —            | 1,966                    | 40,425                  | 398  | 1,966  | 40,823                  | 4,170                                   | 2021          | 1988       | 10 Terracina Blvd             |
| Regina, SK                        | 4,957        | 1,485                    | 21,148                  | 1,583                                      | 1,625  | 22,591                  | 7,541                                   | 2013          | 1999       | 3651 Albert Street            |
| Regina, SK                        | 4,962        | 1,244                    | 21,036                  | 1,411                                      | 1,310  | 22,381                  | 6,901                                   | 2013          | 2004       | 3105 Hillsdale Street         |
| Regina, SK                        | 13,359       | 1,539                    | 24,053                  | 3,840                                      | 1,602  | 27,830                  | 6,147                                   | 2015          | 1992       | 1801 McIntyre Street          |
| Rehoboth Beach, DE                | —            | 960                      | 24,248                  | 9,567                                      | 993  | 33,782                  | 9,834                                   | 2010          | 1999       | 36101 Seaside Blvd            |
| Reno, NV                          | —            | 1,060                    | 11,440                  | 3,997                                      | 1,060  | 15,437                  | 6,240                                   | 2004          | 1998       | 5165 Summit Ridge Court       |
| Richmond, VA                      | —            | 6,501                    | 23,697                  | 131  | 6,529  | 23,800                  | 2,569                                   | 2021          | 2007       | 10300 Three Chopt Rd.         |
| Ridgeland, MS                     | —            | 520                      | 7,675                   | 4,070                                      | 520  | 11,745                  | 4,701                                   | 2003          | 1997       | 410 Orchard Park              |
| Riviere-du-Loup, QC               | 2,215        | 592                      | 7,601                   | 1,339                                      | 654  | 8,878                   | 2,339                                   | 2015          | 1956       | 35 des Cedres                 |
| Riviere-du-Loup, QC               | 10,606       | 1,454                    | 16,848                  | 5,327                                      | 1,753  | 21,876                  | 6,198                                   | 2015          | 1993       | 230-235 rue Des Chenes        |
| Robinson, IL                      | —            | 660                      | 3,667                   | 201  | 660  | 3,868                   | 569                                     | 2021          | 1999       | 1101 North Monroe Street      |
| Rockford, IL                      | —            | 1,006                    | 5,119                   | 320  | 1,020  | 5,425                   | 739                                     | 2021          | 2003       | 3495 McFarland Road           |
| Rockwall, TX                      | —            | 2,220                    | 17,650                  | 592  | 2,220  | 18,242                  | 3,462                                   | 2012          | 2014       | 720 E Ralph Hall Parkway      |
| Rocky Hill, CT                    | —            | 1,090                    | 6,710                   | 5,880                                      | 42   | 13,638                  | 4,638                                   | 2003          | 1996       | 60 Cold Spring Rd.            |
| Rohnert Park, CA                  | —            | 6,500                    | 18,700                  | 5,737                                      | 6,546  | 24,391                  | 10,676                                  | 2005          | 1986       | 4855 Snyder Lane              |
| Romeoville, IL                    | —            | 854                      | 12,646                  | 61,368                                     | 6,129  | 68,739                  | 22,686                                  | 2006          | 2010       | 605 S Edward Dr.              |
| Roseburg, OR                      | —            | 979                      | 14,453                  | 211  | 979  | 14,664                  | 1,639                                   | 2021          | 1984       | 1800 Hughwood                 |
| Roseville, MN                     | —            | 1,540                    | 35,877                  | 1,723                                      | 1,648  | 37,492                  | 11,120                                  | 2013          | 2002       | 2555 Snelling Avenue, North   |
| Roseville, CA                     | —            | 3,300                    | 41,652                  | 7,443                                      | 3,300  | 49,095                  | 12,508                                  | 2016          | 2000       | 5161 Foothills Boulevard      |
| Roseville, CA                     | —            | 3,011                    | 55,937                  | 526  | 3,011  | 56,463                  | 1,146                                   | 2022          | 2021       | 2400 Pleasant Grove Boulevard |
| Roswell, GA                       | —            | 1,107                    | 9,627                   | 5,338                                      | 1,114  | 14,958                  | 9,685                                   | 1997          | 1999       | 655 Mansell Rd.               |
| Roswell, GA                       | —            | 2,080                    | 6,486                   | 4,423                                      | 2,380  | 10,609                  | 3,523                                   | 2012          | 1997       | 75 Magnolia Street            |
| Round Rock, TX                    | —            | 2,358                    | 15,477                  | 37   | 2,358  | 15,514                  | 1,430                                   | 2021          | 2007       | 310 Chisholm Trail            |
| Rowlett, TX                       | —            | 1,612                    | 21,319                  | 280  | 1,629  | 21,582                  | 1,561                                   | 2020          | 2019       | 4205-4209 Dalrock Rd          |
| Sabre Springs, CA                 | —            | —                        | —                       | 47,013                                     | 3,726  | 43,287                  | 4,594                                   | 2016          | 2017       | 12515 Springhurst Drive       |
| Sachse, TX                        | —            | —                        | —                       | 13,777                                     | 55   | 13,722                  | —                                       | 2021          | 1900       | Bunker Hill Rd                |
| Sacramento, CA                    | —            | 940                      | 14,781                  | 6,266                                      | 952  | 21,035                  | 6,247                                   | 2010          | 1978       | 6350 Riverside Blvd           |

(Dollars in thousands)

| Description                       | Initial Cost to Company |                             |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                       |
|-----------------------------------|-------------------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|-------------------------------|
|                                   | Encumbrances            | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |                               |
| <b>Seniors Housing Operating:</b> |                         |                             |                            |  |  |                            |  |                  |            |                               |
| Sacramento, CA                    | —                       | 1,300                       | 23,394                     | 2,270  | 1,369  | 25,595                     | 7,831                                      | 2013             | 2004       | 345 Munroe Street             |
| Saginaw, MI                       | —                       | 1,483                       | 17,915                     | 155  | 1,505  | 18,048                     | 2,073                                      | 2021             | 1997       | 4141 McCarty Road             |
| Saint-Lambert, QC                 | 29,319                  | 10,259                      | 61,903                     | 8,673  | 10,677   | 70,158                     | 21,753                                     | 2015             | 1989       | 1705 Avenue Victoria          |
| Salaberry-de-Valleyfield, QC      | 13,811                  | 1,874                       | 15,120                     | 2,046  | 1,874  | 17,166                     | 825  | 2022             | 1970       | 88 Rue Dufferin               |
| Salem, OR                         | —                       | 918                         | 9,659                      | 989  | 918  | 10,648                     | 1,664                                      | 2020             | 1999       | 4452 Lancaster Dr NE          |
| Salem, OR                         | —                       | 1,227                       | 8,632                      | 1,149  | 1,227  | 9,781                      | 1,608                                      | 2020             | 1997       | 4050 12th Street Cutoff SE    |
| Salem, OR                         | —                       | —                           | —                          | 22,877   | 2,877  | 20,000                     | 2,198                                      | 2021             | 1980       | 707 Madrona Avenue SE         |
| Salinas, CA                       | —                       | 5,110                       | 41,424                     | 11,616   | 5,155  | 52,995                     | 14,367                                     | 2016             | 1990       | 1320 Padre Drive              |
| Salisbury, UK                     | —                       | 2,720                       | 15,269                     | 670  | 2,663  | 15,996                     | 3,709                                      | 2014             | 2013       | Shaplend Close                |
| Salt Lake City, UT                | —                       | 1,360                       | 19,691                     | 1,925  | 1,396  | 21,580                     | 8,551                                      | 2011             | 1986       | 1430 E. 4500 S.               |
| San Antonio, TX                   | —                       | —                           | —                          | 37,079   | 6,120  | 30,959                     | 9,607                                      | 2010             | 2011       | 2702 Cembalo Blvd             |
| San Antonio, TX                   | —                       | —                           | —                          | 66,415   | 5,045  | 61,370                     | 11,281                                     | 2017             | 2015       | 11300 Wild Pine               |
| San Antonio, TX                   | —                       | 11,686                      | 69,930                     | 5,106  | 11,686   | 75,036                     | 12,642                                     | 2019             | 2016       | 6870 Heuermann Road           |
| San Diego, CA                     | —                       | 5,810                       | 63,078                     | 9,109  | 5,810  | 72,187                     | 24,868                                     | 2012             | 2001       | 13075 Evening Creek Drive S   |
| San Diego, CA                     | —                       | 3,000                       | 27,164                     | 2,309  | 3,016  | 29,457                     | 8,645                                      | 2013             | 2003       | 810 Turquoise Street          |
| San Diego, CA                     | 28,321                  | 4,179                       | 40,328                     | 1,610  | 4,179  | 41,938                     | 5,386                                      | 2019             | 2017       | 955 Grand Ave                 |
| San Francisco, CA                 | —                       | 5,920                       | 91,639                     | 14,349   | 5,920  | 105,988                    | 26,389                                     | 2016             | 1998       | 1550 Sutter Street            |
| San Francisco, CA                 | —                       | 11,800                      | 77,214                     | 11,447   | 11,800   | 88,661                     | 21,924                                     | 2016             | 1923       | 1601 19th Avenue              |
| San Gabriel, CA                   | —                       | 3,120                       | 15,566                     | 1,871  | 3,170  | 17,387                     | 5,529                                      | 2013             | 2005       | 8332 Huntington Drive         |
| San Jose, CA                      | —                       | 3,280                       | 46,823                     | 8,768  | 3,280  | 55,591                     | 17,325                                     | 2012             | 2002       | 500 S Winchester Boulevard    |
| San Jose, CA                      | —                       | 11,900                      | 27,647                     | 5,647  | 11,966   | 33,228                     | 8,905                                      | 2016             | 2002       | 4855 San Felipe Road          |
| San Rafael, CA                    | —                       | 1,620                       | 27,392                     | 4,578  | 1,620  | 31,970                     | 7,484                                      | 2016             | 2001       | 111 Merrydale Road            |
| San Ramon, CA                     | —                       | 8,700                       | 72,223                     | 11,245   | 8,781  | 83,387                     | 20,399                                     | 2016             | 1992       | 9199 Fircrest Lane            |
| Sand Springs, OK                  | —                       | 910                         | 19,654                     | 379  | 910  | 20,033                     | 5,452                                      | 2012             | 2002       | 4402 South 129th Avenue West  |
| Sandy Springs, GA                 | —                       | 2,214                       | 8,360                      | 1,670  | 2,220  | 10,024                     | 4,370                                      | 2012             | 1997       | 5455 Glenridge Drive NE       |
| Santa Ana, CA                     | —                       | —                           | 1,243                      | —  | —  | 1,243                      | —  | 2021             | 1992       | 3730 South Greenville Street  |
| Santa Monica, CA                  | 15,820                  | 5,250                       | 28,340                     | 1,716  | 5,266  | 30,040                     | 9,154                                      | 2013             | 2004       | 1312 15th Street              |
| Santa Rosa, CA                    | —                       | 2,250                       | 26,273                     | 4,096  | 2,309  | 30,310                     | 7,347                                      | 2016             | 2001       | 4225 Wayvern Drive            |
| Santa Rosa, CA                    | —                       | 6,484                       | 52,195                     | 1,896  | 6,484  | 54,091                     | 1,601                                      | 2022             | 2013       | 4210 Thomas Lake Harris Drive |
| Sarasota, FL                      | —                       | 20,105                      | 96,495                     | 1,774  | 19,705   | 98,669                     | 6,757                                      | 2021             | 1985       | 3260 Lake Pointe Boulevard    |
| Saskatoon, SK                     | 3,058                   | 981                         | 13,905                     | 1,037  | 997  | 14,926                     | 3,913                                      | 2013             | 1999       | 220 24th Street East          |
| Saskatoon, SK                     | 11,489                  | 1,382                       | 17,609                     | 1,465  | 1,511  | 18,945                     | 5,585                                      | 2013             | 2004       | 1622 Acadia Drive             |
| Savannah, GA                      | —                       | 1,733                       | 16,218                     | 167  | 1,734  | 16,384                     | 1,866                                      | 2021             | 1998       | 6206 Waters Avenue            |
| Schaumburg, IL                    | —                       | 2,460                       | 22,863                     | 1,702  | 2,504  | 24,521                     | 8,379                                      | 2013             | 2001       | 790 North Plum Grove Road     |
| Scottsdale, AZ                    | —                       | 2,500                       | 3,890                      | 3,287  | 2,500  | 7,177                      | 2,247                                      | 2008             | 1998       | 9410 East Thunderbird Road    |
| Scranton, PA                      | —                       | 896                         | 10,591                     | 730  | 896  | 11,321                     | 2,007                                      | 2019             | 2014       | 1651 Dickson Avenue           |
| Seal Beach, CA                    | —                       | 6,204                       | 72,954                     | 3,511  | 6,271  | 76,398                     | 26,644                                     | 2013             | 2004       | 3850 Lampson Avenue           |
| Seattle, WA                       | —                       | 5,190                       | 9,350                      | 2,583  | 5,199  | 11,924                     | 5,118                                      | 2010             | 1962       | 11501 15th Ave NE             |
| Seattle, WA                       | 27,180                  | 10,670                      | 37,291                     | 2,518  | 10,700   | 39,779                     | 16,538                                     | 2010             | 2005       | 805 4th Ave N                 |
| Seattle, WA                       | —                       | 1,150                       | 19,887                     | 3,002  | 1,150  | 22,889                     | 5,702                                      | 2015             | 1995       | 11039 17th Avenue             |
| Selbyville, DE                    | —                       | 750                         | 25,912                     | 1,713  | 769  | 27,606                     | 8,587                                      | 2010             | 2008       | 21111 Arrington Dr            |
| Sevenoaks, UK                     | —                       | 6,181                       | 40,240                     | 1,889  | 6,050  | 42,260                     | 15,466                                     | 2012             | 2009       | 64 - 70 Westerham Road        |
| Severna Park, MD                  | —                       | —                           | 67,623                     | 6,554  | 44   | 74,133                     | 16,745                                     | 2016             | 1997       | 43 W McKinsey Road            |
| Shawnee, KS                       | —                       | 2,109                       | 22,141                     | 544  | 2,109  | 22,685                     | 554  | 2022             | 2020       | 7200 Silverheel St            |
| Shelby Township, MI               | 13,180                  | 1,040                       | 26,344                     | 1,464  | 1,110  | 27,738                     | 8,758                                      | 2013             | 2006       | 46471 Hayes Road              |
| Sherman, TX                       | —                       | 700                         | 5,221                      | 1,795  | 700  | 7,016                      | 2,327                                      | 2005             | 2006       | 1011 E. Pecan Grove Rd.       |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company     |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                      |
|-----------------------------------|--------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|------------------------------|
|                                   |              | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |                              |
| <b>Seniors Housing Operating:</b> |              |                             |                            |  |  |                            |  |                  |            |                              |
| Sherman, TX                       | —            | 1,712                       | 22,567                     | 387  | 1,721  | 22,945                     | 2,201                                      | 2021             | 1986       | 3701 N Loy Lake Rd           |
| Shrewsbury, NJ                    | —            | 2,120                       | 38,116                     | 3,973  | 2,160  | 42,049                     | 13,060                                     | 2010             | 2000       | 5 Meridian Way               |
| Sidcup, UK                        | —            | 7,446                       | 56,570                     | 3,412  | 7,259  | 60,169                     | 21,290                                     | 2012             | 2000       | Frognal Avenue               |
| Silver Spring, MD                 | —            | —                           | —                          | 64,828   | 3,442  | 61,386                     | 6,452                                      | 2016             | 2018       | 2201 Colston Drive           |
| Simi Valley, CA                   | —            | 3,200                       | 16,664                     | 2,824  | 3,340  | 19,348                     | 7,090                                      | 2013             | 2009       | 190 Tierra Rejada Road       |
| Simi Valley, CA                   | —            | 5,510                       | 51,406                     | 9,063  | 5,510  | 60,469                     | 16,211                                     | 2016             | 2003       | 5300 E Los Angeles Avenue    |
| Simi Valley, CA                   | —            | 3,084                       | 41,697                     | 506  | 3,084  | 42,203                     | 1,011                                      | 2022             | 2021       | 3110 Royal Avenue            |
| Solihull, UK                      | —            | 2,695                       | 24,907                     | —  | 2,695  | 24,907                     | 10,262                                     | 2012             | 2009       | 1270 Warwick Road            |
| Solihull, UK                      | —            | —                           | —                          | 23,724   | 2,268  | 21,456                     | 6,291                                      | 2018             | 2009       | 1270 Warwick Road            |
| Solihull, UK                      | —            | 3,571                       | 26,053                     | 260  | 3,475  | 26,409                     | 8,495                                      | 2013             | 2007       | 1 Worcester Way              |
| Solihull, UK                      | —            | 1,851                       | 10,585                     | 434  | 1,812  | 11,058                     | 2,039                                      | 2015             | 2016       | Warwick Road                 |
| Sonning, UK                       | —            | 5,644                       | 42,155                     | 623  | 5,503  | 42,919                     | 13,744                                     | 2013             | 2009       | Old Bath Rd.                 |
| Sonoma, CA                        | —            | 1,100                       | 18,400                     | 6,015  | 1,109  | 24,406                     | 10,582                                     | 2005             | 1988       | 800 Oregon St.               |
| Sonoma, CA                        | —            | 2,820                       | 21,890                     | 4,015  | 2,819  | 25,906                     | 6,453                                      | 2016             | 2005       | 91 Napa Road                 |
| South Haven, MI                   | —            | 1,140                       | 7,793                      | 580  | 1,140  | 8,373                      | 435  | 2022             | 2001       | 706 Kentucky Ave             |
| South Jordan, UT                  | —            | 4,646                       | 42,705                     | 4,356  | 4,646  | 47,061                     | 8,227                                      | 2020             | 2015       | 11289 Oakmond Rd             |
| Southlake, TX                     | —            | 6,207                       | 56,805                     | 8,976  | 6,207  | 65,781                     | 14,333                                     | 2019             | 2008       | 101 Watermere Drive          |
| Spokane, WA                       | —            | 3,200                       | 25,064                     | 5,453  | 3,200  | 30,517                     | 10,263                                     | 2013             | 2001       | 3117 E. Chaser Lane          |
| Spokane, WA                       | —            | 2,580                       | 25,342                     | 4,897  | 2,580  | 30,239                     | 9,399                                      | 2013             | 1999       | 1110 E. Westview Ct.         |
| Spokane, WA                       | —            | 1,334                       | 11,997                     | 185  | 1,334  | 12,182                     | 1,201                                      | 2021             | 1985       | 1616 E 30th Avenue           |
| Springdale, AR                    | —            | 2,950                       | 28,237                     | 307  | 2,950  | 28,544                     | 2,860                                      | 2021             | 1996       | 5000 Arkanshire Circle       |
| Springfield, IL                   | —            | 1,166                       | 18,767                     | 69   | 1,172  | 18,830                     | 1,660                                      | 2021             | 1990       | 2601 Montvale Drive          |
| Springfield, MO                   | —            | 1,667                       | 17,972                     | 306  | 1,667  | 18,278                     | 1,527                                      | 2021             | 1987       | 2900 S Jefferson             |
| St Johns, MI                      | —            | 794                         | 5,682                      | 269  | 794  | 5,951                      | 256  | 2022             | 2008       | 1507 Glastonbury Dr          |
| St. Albert, AB                    | 6,894        | 1,145                       | 17,863                     | 1,294  | 1,203  | 19,099                     | 6,766                                      | 2014             | 2005       | 78C McKenney Avenue          |
| St. John's, NL                    | 4,311        | 706                         | 11,765                     | 243  | 717  | 11,997                     | 2,587                                      | 2015             | 2005       | 64 Portugal Cove Road        |
| St. Petersburg, FL                | —            | 9,218                       | 39,883                     | 1,201  | 9,522  | 40,780                     | 6,905                                      | 2021             | 1973       | 1255 Pasadena Ave South      |
| Stephenville, TX                  | —            | 1,072                       | 3,464                      | 1,151  | 1,072  | 4,615                      | 586  | 2021             | 1990       | 2305 Lingleville Highway     |
| Stittsville, ON                   | 3,384        | 1,175                       | 17,397                     | 1,254  | 1,269  | 18,557                     | 5,543                                      | 2013             | 1996       | 1340 - 1354 Main Street      |
| Stockport, UK                     | —            | —                           | —                          | 29,771   | 4,276  | 25,495                     | 8,668                                      | 2013             | 2008       | 1 Dairyground Road           |
| Stockton, CA                      | —            | 2,280                       | 5,983                      | 4,666  | 2,372  | 10,557                     | 3,365                                      | 2010             | 1988       | 6725 Inglewood               |
| Strongsville, OH                  | —            | 1,128                       | 10,940                     | 673  | 1,132  | 11,609                     | 2,386                                      | 2019             | 2017       | 15100 Howe Road              |
| Strongsville, OH                  | —            | 2,577                       | 13,463                     | 49   | 2,578  | 13,511                     | 1,605                                      | 2021             | 2002       | 19205 Pearl Rd.              |
| Stuart, FL                        | —            | 5,276                       | 24,182                     | 1,010  | 5,276  | 25,192                     | 3,767                                      | 2019             | 2019       | 2625 SE Cove Road            |
| Studio City, CA                   | —            | 4,006                       | 25,307                     | 2,095  | 4,124  | 27,284                     | 9,159                                      | 2013             | 2004       | 4610 Coldwater Canyon Avenue |
| Suffield, CT                      | —            | 4,439                       | 31,660                     | 2,851  | 4,447  | 34,503                     | 6,042                                      | 2019             | 1998       | 7 Canal Road                 |
| Sugar Land, TX                    | —            | 960                         | 31,423                     | 2,106  | 960  | 33,529                     | 11,661                                     | 2011             | 1996       | 1221 Seventh St              |
| Sugar Land, TX                    | —            | 4,272                       | 60,493                     | 6,774  | 4,272  | 67,267                     | 14,921                                     | 2017             | 2015       | 744 Brooks Street            |
| Summerville, SC                   | —            | 2,175                       | 18,017                     | 225  | 2,175  | 18,242                     | 1,518                                      | 2021             | 2017       | 4015 2nd Ave                 |
| Summit, NJ                        | —            | 3,080                       | 14,152                     | 12,657   | 3,080  | 26,809                     | 4,658                                      | 2011             | 2001       | 41 Springfield Avenue        |
| Sun City West, AZ                 | —            | 1,250                       | 21,778                     | 3,747  | 1,250  | 25,525                     | 7,512                                      | 2012             | 1998       | 13810 West Sandridge Drive   |
| Sunninghill, UK                   | —            | 11,014                      | 40,513                     | —  | 11,014   | 40,513                     | 6,162                                      | 2014             | 2017       | Bagshot Road                 |
| Sunnyvale, CA                     | —            | 5,420                       | 41,682                     | 4,056  | 5,420  | 45,738                     | 15,424                                     | 2012             | 2002       | 1039 East El Camino Real     |
| Surrey, BC                        | 5,035        | 3,605                       | 18,818                     | 1,980  | 3,705  | 20,698                     | 7,851                                      | 2013             | 2000       | 16028 83rd Avenue            |
| Surrey, BC                        | 13,087       | 4,552                       | 22,338                     | 2,836  | 4,679  | 25,047                     | 9,834                                      | 2013             | 1987       | 15501 16th Avenue            |
| Sutton, UK                        | —            | 4,096                       | 14,532                     | 807  | 4,010  | 15,425                     | 2,568                                      | 2015             | 2016       | 123 Westmead Road            |
| Sutton Coldfield, UK              | —            | 2,807                       | 11,313                     | 450  | 2,748  | 11,822                     | 1,969                                      | 2015             | 2016       | 134 Jockey Road              |
| Suwanee, GA                       | —            | 1,560                       | 11,538                     | 1,818  | 1,560  | 13,356                     | 5,181                                      | 2012             | 2000       | 4315 Johns Creek Parkway     |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Land & Land Improvements | Building & Improvements | Accumulated Depreciation(1) | Year Acquired | Year Built | Address                      |
|-----------------------------------|--------------|--------------------------|-------------------------|--|--------------------------|-------------------------|-----------------------------|---------------|------------|------------------------------|
|                                   |              | Land & Land Improvements | Building & Improvements |  |                          |                         |                             |               |            |                              |
| <b>Seniors Housing Operating:</b> |              |                          |                         |  |                          |                         |                             |               |            |                              |
| Swartz Creek, MI                  | —            | 925                      | 7,524                   | 378  | 925                      | 7,902                   | 373                         | 2022          | 2017       | 4276 Kroger Dr               |
| Sway, UK                          | —            | 4,145                    | 15,508                  | 481  | 4,058                    | 16,076                  | 4,584                       | 2014          | 2008       | Sway Place                   |
| Swift Current, SK                 | —            | 492                      | 10,119                  | 1,141                                      | 509                      | 11,243                  | 3,733                       | 2013          | 2001       | 301 Macoun Drive             |
| Sycamore, IL                      | —            | 1,033                    | 11,401                  | 359  | 1,042                    | 11,751                  | 1,314                       | 2021          | 2003       | 1440 Somonauk Street         |
| Sylvania, OH                      | —            | 1,205                    | 11,991                  | 35   | 1,205                    | 12,026                  | 1,651                       | 2019          | 2019       | 4120 King Road               |
| Syracuse, NY                      | —            | 1,440                    | 11,675                  | 966  | 1,529                    | 12,552                  | 2,364                       | 2019          | 2011       | 6715 Buckley Road            |
| Tacoma, WA                        | —            | 4,170                    | 73,377                  | 18,774                                     | 4,170                    | 92,151                  | 26,982                      | 2016          | 1987       | 8201 6th Avenue              |
| Tallmadge, OH                     | 14,426       | 1,096                    | 19,504                  | 1,003                                      | 1,096                    | 20,507                  | 339                         | 2022          | 2016       | 73 East Ave                  |
| Tarboro, NC                       | —            | 1,643                    | 11,124                  | 477  | 1,705                    | 11,539                  | 3,671                       | 2021          | 1983       | 200 Trade Street             |
| Taylor, PA                        | —            | 1,942                    | 12,011                  | 32   | 1,960                    | 12,025                  | 1,389                       | 2019          | 2020       | 512 Oak St                   |
| Texarkana, TX                     | —            | 1,403                    | 7,512                   | 610  | 1,403                    | 8,122                   | 824                         | 2021          | 1999       | 5415 Cowhorn Creek Road      |
| The Woodlands, TX                 | —            | 480                      | 12,379                  | 994  | 480                      | 13,373                  | 4,652                       | 2011          | 1999       | 7950 Bay Branch Dr           |
| Tipp City, OH                     | —            | 1,223                    | 15,421                  | 1,244                                      | 1,223                    | 16,665                  | 630                         | 2022          | 2018       | 8001 Red Buckeye Dr          |
| Toms River, NJ                    | —            | 1,610                    | 34,627                  | 2,242                                      | 1,705                    | 36,774                  | 11,643                      | 2010          | 2005       | 1587 Old Freehold Rd         |
| Tonawanda, NY                     | —            | 1,554                    | 13,332                  | 1,371                                      | 1,577                    | 14,680                  | 2,866                       | 2019          | 2011       | 300 Fries Road               |
| Tonawanda, NY                     | —            | 2,460                    | 12,564                  | 1,452                                      | 2,463                    | 14,013                  | 2,933                       | 2019          | 2009       | 285 Crestmount Avenue        |
| Topeka, KS                        | —            | 260                      | 12,712                  | 215  | 260                      | 12,927                  | 3,636                       | 2012          | 2011       | 1931 Southwest Arvonja Place |
| Toronto, ON                       | 4,101        | 1,079                    | 5,364                   | 633  | 1,070                    | 6,006                   | 1,964                       | 2013          | 1982       | 25 Centennial Park Road      |
| Toronto, ON                       | 6,076        | 2,513                    | 19,695                  | 1,444                                      | 2,604                    | 21,048                  | 5,954                       | 2013          | 2002       | 305 Balliol Street           |
| Toronto, ON                       | 15,195       | 3,400                    | 32,757                  | 2,445                                      | 3,607                    | 34,995                  | 11,435                      | 2013          | 1973       | 1055 and 1057 Don Mills Road |
| Toronto, ON                       | 5,030        | 1,447                    | 3,918                   | 657  | 1,506                    | 4,516                   | 1,758                       | 2013          | 1987       | 1340 York Mills Road         |
| Toronto, ON                       | 26,780       | 5,304                    | 53,488                  | 3,701                                      | 5,460                    | 57,033                  | 21,093                      | 2013          | 1988       | 8 The Donway East            |
| Toronto, ON                       | 17,218       | 2,927                    | 20,713                  | 3,579                                      | 3,025                    | 24,194                  | 5,437                       | 2015          | 1900       | 54 Foxbar Road               |
| Toronto, ON                       | 5,734        | 5,082                    | 25,493                  | 2,696                                      | 5,252                    | 28,019                  | 8,174                       | 2015          | 1988       | 645 Castlefield Avenue       |
| Toronto, ON                       | 11,027       | 2,008                    | 19,620                  | 5,917                                      | 2,000                    | 25,545                  | 5,205                       | 2015          | 1999       | 4251 Dundas Street West      |
| Toronto, ON                       | 31,760       | 5,132                    | 41,657                  | 4,657                                      | 5,269                    | 46,177                  | 14,892                      | 2015          | 1964       | 10 William Morgan Drive      |
| Toronto, ON                       | 8,980        | 2,480                    | 7,571                   | 3,434                                      | 2,561                    | 10,924                  | 2,691                       | 2015          | 1971       | 123 Spadina Road             |
| Torrance, CA                      | —            | 3,497                    | 73,138                  | 405  | 3,519                    | 73,521                  | 12,037                      | 2016          | 2016       | 25535 Hawthorne Boulevard    |
| Traverse City, MI                 | —            | 1,042                    | 26,327                  | 1,418                                      | 1,068                    | 27,719                  | 2,523                       | 2021          | 2001       | 3950 Sumac Dr.               |
| Troy, NY                          | —            | 1,787                    | 14,123                  | 189  | 1,774                    | 14,325                  | 1,108                       | 2021          | 1997       | 59 Harris Road               |
| Tuckahoe, NY                      | —            | 9,298                    | 30,934                  | 759  | 9,346                    | 31,645                  | 2,611                       | 2021          | 1999       | 1 Rivervue Place             |
| Tucson, AZ                        | —            | 830                      | 6,179                   | 7,817                                      | 830                      | 13,996                  | 3,855                       | 2012          | 1997       | 5660 N. Kolb Road            |
| Tucson, AZ                        | —            | 6978                     | 78932                   | 2,277                                      | 7021                     | 81166                   | 8843                        | 2021          | 1987       | 2001 West Rudasill Road      |
| Tulsa, OK                         | —            | 1,330                    | 21,285                  | 2,374                                      | 1,408                    | 23,581                  | 10,960                      | 2010          | 1986       | 8887 South Lewis Ave         |
| Tulsa, OK                         | —            | 1,500                    | 20,861                  | 61   | 1,614                    | 20,808                  | 10,445                      | 2010          | 1984       | 9524 East 71st St            |
| Tulsa, OK                         | —            | 1,320                    | 10,087                  | 160  | 1,320                    | 10,247                  | 3,028                       | 2011          | 2012       | 7902 South Mingo Road East   |
| Tulsa, OK                         | 12,522       | 1,752                    | 28,421                  | 187  | 1,752                    | 28,608                  | 4,469                       | 2017          | 2014       | 701 W 71st Street South      |
| Tulsa, OK                         | —            | 3,161                    | 14,219                  | 142  | 3,201                    | 14,321                  | 1,639                       | 2021          | 2005       | 7401 Riverside Drive         |
| Turlock, CA                       | —            | 2,266                    | 13,002                  | 1,342                                      | 2,266                    | 14,344                  | 2,856                       | 2019          | 2001       | 3791 Crowell Road            |
| Tuscola, IL                       | —            | 477                      | 5,582                   | 255  | 492                      | 5,822                   | 624                         | 2021          | 2004       | 1106 East Northline Road     |
| Twinsburg, OH                     | —            | 1,042                    | 8,396                   | 583  | 1,064                    | 8,957                   | 1,920                       | 2019          | 2016       | 3092 Kendal Lane             |
| Tyler, TX                         | —            | 650                      | 5,268                   | 1,181                                      | 650                      | 6,449                   | 2,302                       | 2006          | 2007       | 5550 Old Jacksonville Hwy.   |
| Tyler, TX                         | —            | 1,306                    | 10,515                  | 422  | 1,306                    | 10,937                  | 1,188                       | 2021          | 1998       | 506 Rice Road                |
| Upland, CA                        | —            | 3,160                    | 42,596                  | 344  | 3,160                    | 42,940                  | 9,707                       | 2015          | 2014       | 2419 North Euclid Avenue     |
| Upper Providence, PA              | —            | 1,900                    | 28,195                  | 759  | 1,909                    | 28,945                  | 5,841                       | 2013          | 2015       | 1133 Black Rock Road         |
| Upper St Claire, PA               | —            | 1,102                    | 13,455                  | 1,779                                      | 1,153                    | 15,183                  | 5,463                       | 2013          | 2005       | 500 Village Drive            |
| Urbandale, IA                     | —            | 1,758                    | 5,514                   | 994  | 1,758                    | 6,508                   | 1,184                       | 2021          | 2012       | 8525 Urbandale Ave           |

(Dollars in thousands)

| Description                       | Encumbrances | Initial Cost to Company     |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Land & Land<br>Improvements | Building &<br>Improvements | Accumulated<br>Depreciation(1) | Year<br>Acquired | Year Built | Address                      |
|-----------------------------------|--------------|-----------------------------|----------------------------|--|-----------------------------|----------------------------|--------------------------------|------------------|------------|------------------------------|
|                                   |              | Land & Land<br>Improvements | Building &<br>Improvements |  |                             |                            |                                |                  |            |                              |
| <b>Seniors Housing Operating:</b> |              |                             |                            |  |                             |                            |                                |                  |            |                              |
| Utica, NY                         | —            | 2,596                       | 36,067                     | 2,368  | 2,596                       | 38,435                     | 2,120                          | 2022             | 2018       | 1 Patriot Cir                |
| Vacaville, CA                     | —            | 900                         | 17,100                     | 6,019  | 900                         | 23,119                     | 9,819                          | 2005             | 1987       | 799 Yellowstone Dr.          |
| Vallejo, CA                       | —            | 4,000                       | 18,000                     | 6,455  | 4,030                       | 24,425                     | 10,653                         | 2005             | 1989       | 350 Locust Dr.               |
| Vallejo, CA                       | —            | 2,330                       | 15,407                     | 2,553  | 2,330                       | 17,960                     | 6,484                          | 2010             | 1990       | 2261 Tuolumne                |
| Vancouver, WA                     | —            | 1,820                       | 19,042                     | 1,842  | 1,821                       | 20,883                     | 7,549                          | 2010             | 2006       | 10011 NE 118th Ave           |
| Vancouver, WA                     | —            | 1,406                       | 14,328                     | 1,157  | 1,406                       | 15,485                     | 2,113                          | 2020             | 2001       | 201 NW 78th St               |
| Vancouver, WA                     | —            | 4,783                       | 97,858                     | 10,807   | 4,783                       | 108,665                    | 4,764                          | 2022             | 2001       | 5500 NE 82nd Ave             |
| Vancouver, WA                     | —            | 5,188                       | 101,400                    | 10,623   | 5,188                       | 112,023                    | 4,768                          | 2022             | 2008       | 415 SE 177th Ave             |
| Vancouver, WA                     | —            | 1,477                       | 22,773                     | 747  | 1,477                       | 23,520                     | 943                            | 2022             | 2015       | 5300 NE 82nd Ave             |
| Vancouver, BC                     | —            | 7,282                       | 6,572                      | 1,630  | 7,338                       | 8,146                      | 5,850                          | 2015             | 1974       | 2803 West 41st Avenue        |
| Vandalia, IL                      | —            | 800                         | 5,334                      | 197  | 800                         | 5,531                      | 765                            | 2021             | 2003       | 1607 West Fillmore Street    |
| Vankleek Hill, ON                 | —            | 389                         | 2,960                      | 490  | 402                         | 3,437                      | 1,286                          | 2013             | 1987       | 48 Wall Street               |
| Vaudreuil, QC                     | 6,930        | 1,852                       | 14,214                     | 1,740  | 1,843                       | 15,963                     | 4,253                          | 2015             | 1975       | 333 rue Querbes              |
| Venice, FL                        | —            | 13,646                      | 102,226                    | 204  | 13,649                      | 102,427                    | 7,292                          | 2021             | 2019       | 19600 Floridian Club Drive   |
| Venice, FL                        | —            | 1,150                       | 10,674                     | 366  | 1,150                       | 11,040                     | 3,915                          | 2008             | 2009       | 1600 Center Rd.              |
| Vernon, BC                        | —            | 3,911                       | 43,983                     | 3,215  | 3,911                       | 47,198                     | 2,607                          | 2022             | 2018       | 1800 58th Avenue             |
| Vero Beach, FL                    | —            | 2,930                       | 40,070                     | 27,193   | 2,930                       | 67,263                     | 31,593                         | 2007             | 2003       | 7955 16th Manor              |
| Victoria, BC                      | 5,492        | 2,856                       | 18,038                     | 1,204  | 2,951                       | 19,147                     | 6,686                          | 2013             | 1974       | 3000 Shelbourne Street       |
| Victoria, BC                      | 16,664       | 3,681                       | 15,774                     | 1,174  | 3,792                       | 16,837                     | 6,089                          | 2013             | 1988       | 3051 Shelbourne Street       |
| Victoria, BC                      | 15,486       | 2,476                       | 15,379                     | 1,594  | 2,562                       | 16,887                     | 3,958                          | 2015             | 1990       | 3965 Shelbourne Street       |
| Virginia Water, UK                | —            | 7,106                       | 29,937                     | 4,318  | 5,288                       | 36,073                     | 15,220                         | 2012             | 2002       | Christ Church Road           |
| Visalia, CA                       | —            | 868                         | 16,855                     | 1,204  | 868                         | 18,059                     | 1,693                          | 2021             | 1987       | 4119 W Walnut Avenue         |
| Voorhees, NJ                      | —            | 3,700                       | 24,312                     | 3,240  | 3,873                       | 27,379                     | 7,546                          | 2012             | 2013       | 311 Route 73                 |
| Waco, TX                          | —            | 1,383                       | 11,020                     | 168  | 1,384                       | 11,187                     | 1,109                          | 2021             | 1997       | 3209 Village Green Driver    |
| Wall, NJ                          | —            | 1,650                       | 25,350                     | 4,132  | 1,731                       | 29,401                     | 8,771                          | 2011             | 2003       | 2021 Highway 35              |
| Walla Walla, WA                   | —            | 1,414                       | 2,399                      | 58   | 1,415                       | 2,456                      | 348                            | 2021             | 1987       | 1400 Dalles Military Road    |
| Walnut Creek, CA                  | —            | 3,700                       | 12,467                     | 3,624  | 3,826                       | 15,965                     | 6,279                          | 2013             | 1998       | 2175 Ygnacio Valley Road     |
| Walnut Creek, CA                  | —            | 10,320                      | 100,890                    | 20,233   | 10,332                      | 121,111                    | 32,106                         | 2016             | 1988       | 1580 Geary Road              |
| Walnut Creek, CA                  | —            | 7,167                       | 107,732                    | 11,465   | 7,167                       | 119,197                    | 3,184                          | 2022             | 1991       | 1700 Tice Valley Blvd        |
| Walnut Creek, CA                  | —            | 4,243                       | —                          | —  | 4,243                       | —                          | —                              | 2022             | 1900       | 1700 Tice Valley Blvd        |
| Warsaw, NY                        | —            | 2,148                       | 8,452                      | 812  | 2,148                       | 9,264                      | 471                            | 2022             | 2019       | 5378 Conable Way             |
| Washington, DC                    | —            | 4,000                       | 69,154                     | 4,119  | 4,021                       | 73,252                     | 22,351                         | 2013             | 2004       | 5111 Connecticut Avenue NW   |
| Washington Court House, OH        | —            | 228                         | 2,408                      | 174  | 228                         | 2,582                      | 240                            | 2021             | 1995       | 500 Glenn Avenue             |
| Watchung, NJ                      | —            | 1,920                       | 24,880                     | 3,293  | 2,128                       | 27,965                     | 8,440                          | 2011             | 2000       | 680 Mountain Boulevard       |
| Waterford, MI                     | —            | 988                         | 13,206                     | 1,087  | 988                         | 14,293                     | 1,235                          | 2021             | 1999       | 900 N. Cass Lake Road        |
| Waterville, OH                    | —            | 2,574                       | 44,647                     | 1,242  | 2,609                       | 45,854                     | 4,093                          | 2020             | 2018       | 1470 Pray Blvd               |
| Waukegan, IA                      | —            | 1,870                       | 31,878                     | 1,648  | 1,903                       | 33,493                     | 8,838                          | 2012             | 2007       | 1650 SE Holiday Crest Circle |
| Waxahachie, TX                    | —            | 650                         | 5,763                      | 782  | 650                         | 6,545                      | 2,385                          | 2007             | 2008       | 1329 Brown St.               |
| Wayland, MA                       | —            | 1,207                       | 27,462                     | 2,509  | 1,364                       | 29,814                     | 10,096                         | 2013             | 1997       | 285 Commonwealth Road        |
| Weatherford, TX                   | —            | 660                         | 5,261                      | 866  | 660                         | 6,127                      | 2,294                          | 2006             | 2007       | 1818 Martin Drive            |
| Webster Groves, MO                | —            | 1,790                       | 15,425                     | 2,921  | 1,812                       | 18,324                     | 6,607                          | 2011             | 2012       | 45 E Lockwood Avenue         |
| Wellesley, MA                     | —            | 4,690                       | 77,462                     | 1,175  | 4,690                       | 78,637                     | 19,593                         | 2015             | 2012       | 23 & 27 Washington Street    |
| West Babylon, NY                  | —            | 3,960                       | 47,085                     | 2,988  | 4,062                       | 49,971                     | 15,329                         | 2013             | 2003       | 580 Montauk Highway          |
| West Bloomfield, MI               | —            | 1,040                       | 12,300                     | 974  | 1,103                       | 13,211                     | 4,337                          | 2013             | 2000       | 7005 Pontiac Trail           |
| West Chester Township, OH         | —            | 2,319                       | 47,857                     | 1,380  | 2,319                       | 49,237                     | 4,505                          | 2020             | 2019       | 7129 Gilmore Rd              |
| West Hills, CA                    | —            | 2,600                       | 7,521                      | 1,971  | 2,658                       | 9,434                      | 3,947                          | 2013             | 2002       | 9012 Topanga Canyon Road     |
| West Kelowna, BC                  | —            | 3,739                       | 32,443                     | 2,201  | 3,739                       | 34,644                     | 1,817                          | 2022             | 2005       | 2505 Ingram Road             |

(Dollars in thousands)

| Description                            | Initial Cost to Company |                          |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |                              | Year Acquired | Year Built | Address                    |
|--|-------------------------|--------------------------|-------------------------|--|--|-------------------------|------------------------------|---------------|------------|----------------------------|
|  | Encumbrances            | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation (1) |               |            |                            |
| <b>Seniors Housing Operating:</b>      |                         |                          |                         |  |  |                         |                              |               |            |                            |
| West Seneca, NY                        | —                       | 1,432                    | 6,684                   | 829  | 1,437  | 7,508                   | 1,629                        | 2019          | 2000       | 1187 Orchard Park Drive    |
| West Seneca, NY                        | —                       | 1,323                    | 7,547                   | 685  | 1,382  | 8,173                   | 1,573                        | 2019          | 2007       | 2341 Union Road            |
| West Vancouver, BC                     | 15,181                  | 7,059                    | 28,155                  | 6,867                                      | 7,251  | 34,830                  | 10,685                       | 2013          | 1987       | 2095 Marine Drive          |
| Westbourne, UK                         | —                       | 5,441                    | 41,420                  | 4,956                                      | 5,317  | 46,500                  | 14,864                       | 2013          | 2006       | 16-18 Poole Road           |
| Westerville, OH                        | —                       | 1,257                    | 9,550                   | 384  | 1,257  | 9,934                   | 268                          | 2022          | 2013       | 865 Maxtown Rd             |
| Westford, MA                           | —                       | 1,440                    | 32,607                  | 708  | 1,468  | 33,287                  | 7,736                        | 2015          | 2013       | 108 Littleton Road         |
| Westworth Village, TX                  | —                       | 2,060                    | 31,296                  | 142  | 2,060  | 31,438                  | 6,655                        | 2014          | 2014       | 25 Leonard Trail           |
| Weybridge, UK                          | —                       | 7,717                    | 48,240                  | 181  | 7,717  | 48,421                  | 16,617                       | 2013          | 2008       | Ellesmere Road             |
| Weymouth, UK                           | —                       | 2,591                    | 16,551                  | 243  | 2,536  | 16,849                  | 4,019                        | 2014          | 2013       | Cross Road                 |
| Wheatfield, NY                         | —                       | 1,357                    | 9,601                   | 867  | 1,357  | 10,468                  | 432                          | 2022          | 2008       | 3979 Forest Park Way       |
| White Oak, MD                          | —                       | 2,304                    | 24,768                  | 3,258                                      | 2,463  | 27,867                  | 8,812                        | 2013          | 2002       | 11621 New Hampshire Avenue |
| Whitesboro, NY                         | —                       | 1,630                    | 12,001                  | 987  | 1,719  | 12,899                  | 2,344                        | 2019          | 2015       | 4770 Middle Settlement Rd  |
| Wichita, KS                            | —                       | 1,400                    | 11,000                  | 620  | 1,400  | 11,620                  | 6,715                        | 2006          | 1997       | 505 North Maize Road       |
| Wichita, KS                            | 11,762                  | 630                      | 19,747                  | 840  | 630  | 20,587                  | 5,468                        | 2012          | 2009       | 2050 North Webb Road       |
| Wichita, KS                            | —                       | 900                      | 10,134                  | 347  | 900  | 10,481                  | 3,121                        | 2011          | 2012       | 10600 E 13th Street North  |
| Willoughby, OH                         | —                       | 1,309                    | 10,540                  | 709  | 1,309  | 11,249                  | 2,000                        | 2019          | 2016       | 35100 Chardon Road         |
| Wilmington, DE                         | —                       | 1,040                    | 23,338                  | 2,774                                      | 1,270  | 25,882                  | 8,338                        | 2013          | 2004       | 2215 Shipley Street        |
| Wilmington, NC                         | —                       | 1,538                    | 28,202                  | 172  | 1,550  | 28,362                  | 2,665                        | 2021          | 1991       | 1402 Hospital Plaza Drive  |
| Winchester, UK                         | —                       | 6,009                    | 29,405                  | 400  | 5,882  | 29,932                  | 9,970                        | 2012          | 2010       | Stockbridge Road           |
| Winnipeg, MB                           | 9,336                   | 1,960                    | 38,612                  | 4,991                                      | 2,117  | 43,446                  | 16,292                       | 2013          | 1999       | 857 Wilkes Avenue          |
| Winnipeg, MB                           | 22,007                  | 1,276                    | 21,732                  | 2,113                                      | 1,568  | 23,553                  | 7,254                        | 2013          | 1988       | 3161 Grant Avenue          |
| Winnipeg, MB                           | 10,516                  | 1,317                    | 15,609                  | 2,709                                      | 1,367  | 18,268                  | 4,953                        | 2015          | 1999       | 125 Portsmouth Boulevard   |
| Woking, UK                             | —                       | —                        | —                       | 15,273                                     | 2,832  | 12,441                  | 1,841                        | 2016          | 2017       | 12 Streets Heath, West End |
| Wolverhampton, UK                      | —                       | —                        | —                       | 12,000                                     | 2,875  | 9,125                   | 3,849                        | 2013          | 2008       | 73 Wergs Road              |
| Woodland Hills, CA                     | —                       | 3,400                    | 20,478                  | 1,578                                      | 3,456  | 22,000                  | 7,445                        | 2013          | 2005       | 20461 Ventura Boulevard    |
| Wooster, OH                            | 13,785                  | 1,560                    | 22,555                  | 1,869                                      | 1,560  | 24,424                  | 523                          | 2022          | 2014       | 939 Portage Rd             |
| Wyoming, MI                            | —                       | 3,373                    | 25,319                  | 1,520                                      | 3,374  | 26,838                  | 2,760                        | 2021          | 1999       | 2380 Aurora Pond Dr. SW    |
| Yakima, WA                             | —                       | 1,104                    | 10,707                  | 400  | 1,192  | 11,019                  | 1,128                        | 2021          | 1988       | 620 North 34th Avenue      |
| Yonkers, NY                            | —                       | 3,962                    | 50,108                  | 3,520                                      | 4,077  | 53,513                  | 16,239                       | 2013          | 2005       | 65 Crisfield Street        |
| Yorkton, SK                            | 2,484                   | 463                      | 8,760                   | 533  | 475  | 9,281                   | 2,942                        | 2013          | 2001       | 94 Russell Drive           |
| <b>Seniors Housing Operating Total</b> | <b>\$ 1,679,562</b>     | <b>\$ 2,110,584</b>      | <b>\$ 18,228,152</b>    | <b>\$ 3,775,526</b>                        | <b>\$ 2,365,088</b>                              | <b>\$ 21,749,174</b>    | <b>\$ 4,960,254</b>          |               |            |                            |



**Welltower Inc.**  
**Schedule III**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**

(Dollars in thousands)

| Description        | Encumbrances | Initial Cost to Company  |                         |  | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                            |
|--------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|------------------------------------|
|                    |              | Land & Land Improvements | Building & Improvements | Cost Capitalized Subsequent to Acquisition | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                    |
| <b>Triple-net:</b> |              |                          |                         |  |  |                         |   |               |            |                                    |
| Abilene, TX        | \$ —         | \$ 950                   | \$ 20,987               | \$ 11,660                                  | \$ 950   | \$ 32,647               | \$ 6,015                                | 2014          | 1998       | 6565 Central Park Boulevard        |
| Abilene, TX        | —            | 990                      | 8,187                   | 1,089                                      | 990  | 9,276                   | 2,046                                   | 2014          | 1985       | 1250 East N 10th Street            |
| Agawam, MA         | —            | 880                      | 13,130                  | —  | 880  | 13,130                  | 9,343                                   | 2002          | 1993       | 1200 Suffield St.                  |
| Akron, OH          | —            | 633                      | 3,002                   | —  | 633  | 3,002                   | 376                                     | 2018          | 1999       | 171 North Cleveland Massillon Road |
| Alexandria, VA     | —            | 2,452                    | 6,826                   | —  | 2,452  | 6,826                   | 825                                     | 2018          | 1964       | 1510 Collingwood Road              |
| Alhambra, CA       | —            | 600                      | 6,305                   | 8,867                                      | 600  | 15,172                  | 3,612                                   | 2011          | 1923       | 1118 N. Stoneman Ave.              |
| Allen Park, MI     | —            | 1,767                    | 5,025                   | —  | 1,767  | 5,025                   | 614                                     | 2018          | 1960       | 9150 Allen Road                    |
| Allentown, PA      | —            | 494                      | 11,845                  | —  | 494  | 11,845                  | 1,413                                   | 2018          | 1995       | 5151 Hamilton Boulevard            |
| Allentown, PA      | —            | 1,491                    | 4,822                   | —  | 1,491  | 4,822                   | 604                                     | 2018          | 1988       | 1265 Cedar Crest Boulevard         |
| Alma, MI           | —            | 1,267                    | 6,543                   | —  | 1,267  | 6,543                   | 606                                     | 2020          | 2009       | 1320 Pine Ave                      |
| Amarillo, TX       | —            | 1,273                    | 11,791                  | —  | 1,273  | 11,791                  | 213                                     | 2022          | 2015       | 1610 Research St                   |
| Ames, IA           | —            | 330                      | 8,870                   | 1,799                                      | 330  | 10,669                  | 3,031                                   | 2010          | 1999       | 1325 Coconino Rd.                  |
| Ann Arbor, MI      | —            | 2,172                    | 11,123                  | —  | 2,172  | 11,123                  | 1,432                                   | 2018          | 1997       | 4701 East Huron River Drive        |
| Annapdale, VA      | —            | 1,687                    | 18,974                  | —  | 1,687  | 18,974                  | 2,214                                   | 2018          | 2002       | 7104 Braddock Road                 |
| Arlington, VA      | —            | 4,016                    | 8,801                   | —  | 4,016  | 8,801                   | 1,048                                   | 2018          | 1976       | 550 South Carlin Springs Road      |
| Asheboro, NC       | —            | 290                      | 5,032                   | 428  | 290  | 5,460                   | 2,634                                   | 2003          | 1998       | 514 Vision Dr.                     |
| Asheville, NC      | —            | 204                      | 3,489                   | —  | 204  | 3,489                   | 2,179                                   | 1999          | 1999       | 4 Walden Ridge Dr.                 |
| Asheville, NC      | —            | 280                      | 1,955                   | 796  | 280  | 2,751                   | 1,240                                   | 2003          | 1992       | 308 Overlook Rd.                   |
| Atchison, KS       | —            | 140                      | 5,610                   | 24   | 140  | 5,634                   | 1,111                                   | 2015          | 2001       | 1301 N 4th St.                     |
| Austin, TX         | —            | 1,691                    | 5,005                   | —  | 1,691  | 5,005                   | 795                                     | 2018          | 2000       | 11630 Four Iron Drive              |
| Avon, IN           | —            | 1,830                    | 14,470                  | 2,718                                      | 1,830  | 17,188                  | 5,181                                   | 2010          | 2004       | 182 S Country RD. 550E             |
| Avon, IN           | —            | 900                      | 19,444                  | —  | 900  | 19,444                  | 4,601                                   | 2014          | 2013       | 10307 E. CR 100 N                  |
| Avon, CT           | —            | 2,132                    | 7,624                   | —  | 2,132  | 7,624                   | 1,111                                   | 2018          | 2000       | 100 Fisher Drive                   |
| Azusa, CA          | —            | 570                      | 3,141                   | 7,520                                      | 570  | 10,661                  | 4,478                                   | 1998          | 1953       | 125 W. Sierra Madre Ave.           |
| Bad Axe, MI        | —            | 1,317                    | 5,972                   | —  | 1,317  | 5,972                   | 620                                     | 2020          | 2010       | 150 Meadow Lane                    |
| Baldwin City, KS   | —            | 190                      | 4,810                   | 58   | 190  | 4,868                   | 985                                     | 2015          | 2000       | 321 Crimson Ave                    |
| Baltimore, MD      | —            | 4,306                    | 4,303                   | —  | 4,306  | 4,303                   | 561                                     | 2018          | 1978       | 6600 Ridge Road                    |
| Baltimore, MD      | —            | 3,069                    | 3,148                   | —  | 3,069  | 3,148                   | 436                                     | 2018          | 1996       | 4669 Falls Road                    |
| Barberton, OH      | —            | 1,307                    | 9,310                   | —  | 1,307  | 9,310                   | 1,102                                   | 2018          | 1979       | 85 Third Street                    |
| Bartlesville, OK   | —            | 100                      | 1,380                   | —  | 100  | 1,380                   | 957                                     | 1996          | 1995       | 5420 S.E. Adams Blvd.              |
| Bay City, MI       | —            | 633                      | 2,619                   | —  | 633  | 2,619                   | 354                                     | 2018          | 1968       | 800 Mulholland Street              |
| Bedford, PA        | —            | 637                      | 4,432                   | —  | 637  | 4,432                   | 621                                     | 2018          | 1965       | 136 Donahoe Manor Road             |
| Belmont, CA        | —            | 3,000                    | 23,526                  | 1,765                                      | 3,000  | 25,291                  | 9,273                                   | 2011          | 1971       | 1301 Ralston Avenue                |
| Belvidere, NJ      | —            | 2,001                    | 26,191                  | 97   | 2,001  | 26,288                  | 3,303                                   | 2019          | 2009       | 1 Brookfield Ct                    |
| Benbrook, TX       | —            | 1,550                    | 13,553                  | 2,747                                      | 1,550  | 16,300                  | 4,519                                   | 2011          | 1984       | 4242 Bryant Irvin Road             |
| Berkeley, CA       | 11,142       | 3,050                    | 32,677                  | 5,047                                      | 3,050  | 37,724                  | 9,221                                   | 2016          | 1966       | 2235 Sacramento Street             |
| Bethel Park, PA    | —            | 1,700                    | 16,007                  | —  | 1,700  | 16,007                  | 5,931                                   | 2007          | 2009       | 5785 Baptist Road                  |
| Bethel Park, PA    | —            | 1,008                    | 6,740                   | —  | 1,008  | 6,740                   | 854                                     | 2018          | 1986       | 60 Highland Road                   |
| Bethesda, MD       | —            | 2,218                    | 6,869                   | —  | 2,218  | 6,869                   | 802                                     | 2018          | 1974       | 6530 Democracy Boulevard           |
| Bethlehem, PA      | —            | 1,191                    | 16,887                  | —  | 1,191  | 16,887                  | 1,918                                   | 2018          | 1979       | 2021 Westgate Drive                |

(Dollars in thousands)

| Description        | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                                  |
|--------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|--|
|                    |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |  |
| <b>Triple-net:</b> |              |                          |                         |  |  |                         |   |               |            |  |
| Bethlehem, PA      | —            | 1,143                    | 13,588                  | —  | 1,143  | 13,588                  | 1,552                                   | 2018          | 1982       | 2029 Westgate Drive                      |
| Beverly, MA        | —            | 5,879                    | 10,378                  | 65   | 5,879  | 10,443                  | 391                                     | 2021          | 1874       | 3 Essex Street                           |
| Beverly Hills, CA  | —            | 6,000                    | 13,385                  | 203  | 6,000  | 13,588                  | 2,783                                   | 2014          | 2000       | 220 N Clark Drive                        |
| Bexleyheath, UK    | —            | 3,671                    | 10,579                  | —  | 3,671  | 10,579                  | 2,269                                   | 2014          | 1996       | 35 West Street                           |
| Bingham Farms, MI  | —            | 781                      | 15,671                  | —  | 781  | 15,671                  | 1,845                                   | 2018          | 1999       | 24005 West 13 Mile Road                  |
| Birmingham, UK     | —            | —                        | —                       | 20,248                                     | 1,558  | 18,690                  | 3,694                                   | 2015          | 2010       | Braymoor Road, Tile Cross                |
| Birmingham, UK     | —            | —                        | —                       | 11,031                                     | 1,159  | 9,872                   | 1,966                                   | 2015          | 1997       | 122 Tile Cross Road, Garretts Green      |
| Birmingham, UK     | —            | —                        | —                       | 16,152                                     | 1,612  | 14,540                  | 2,916                                   | 2015          | 2010       | Clinton Street, Winson Green             |
| Birmingham, UK     | —            | —                        | —                       | 10,296                                     | 1,431  | 8,865                   | 1,805                                   | 2015          | 2010       | Clinton Street, Winson Green             |
| Bloomington, IN    | —            | 670                      | 17,423                  | —  | 670  | 17,423                  | 3,632                                   | 2015          | 2015       | 363 S. Fieldstone Boulevard              |
| Boca Raton, FL     | —            | 2,200                    | 4,974                   | —  | 2,200  | 4,974                   | 763                                     | 2018          | 1994       | 7225 Boca Del Mar Drive                  |
| Boca Raton, FL     | —            | 2,826                    | 4,061                   | —  | 2,826  | 4,061                   | 557                                     | 2018          | 1984       | 375 Northwest 51st Street                |
| Bossier City, LA   | —            | 2,009                    | 31,198                  | 40   | 2,009  | 31,238                  | 1,061                                   | 2021          | 2018       | 2000 Blake Blvd                          |
| Boulder, CO        | —            | 3,601                    | 21,364                  | —  | 3,601  | 21,364                  | 2,691                                   | 2018          | 1990       | 2800 Palo Parkway                        |
| Bournemouth, UK    | —            | 2,358                    | 16,347                  | —  | 2,358  | 16,347                  | 1,587                                   | 2019          | 2017       | Poole Lane                               |
| Boynton Beach, FL  | —            | 2,138                    | 10,201                  | —  | 2,138  | 10,201                  | 1,314                                   | 2018          | 1991       | 3600 Old Boynton Road                    |
| Boynton Beach, FL  | —            | 2,804                    | 14,222                  | —  | 2,804  | 14,222                  | 1,674                                   | 2018          | 1984       | 3001 South Congress Avenue               |
| Bracknell, UK      | —            | 3,865                    | 10,487                  | —  | 3,865  | 10,487                  | 1,483                                   | 2014          | 2017       | Crowthorne Road North                    |
| Bradenton, FL      | —            | 252                      | 3,298                   | —  | 252  | 3,298                   | 2,298                                   | 1996          | 1995       | 6101 Pointe W. Blvd.                     |
| Braintree, MA      | —            | 170                      | 7,157                   | 1,290                                      | 170  | 8,447                   | 8,447                                   | 1997          | 1968       | 1102 Washington St.                      |
| Braintree, UK      | —            | —                        | 13,016                  | —  | —  | 13,016                  | 2,859                                   | 2014          | 2009       | Meadow Park Tortoiseshell Way            |
| Brecksville, OH    | —            | 990                      | 19,353                  | 598  | 990  | 19,951                  | 4,479                                   | 2014          | 2011       | 8757 Brecksville Road                    |
| Brick, NJ          | —            | 1,290                    | 25,247                  | 1,428                                      | 1,290  | 26,675                  | 8,182                                   | 2011          | 2000       | 458 Jack Martin Blvd.                    |
| Bridgewater, NJ    | —            | 1,800                    | 31,810                  | 1,758                                      | 1,800  | 33,568                  | 10,292                                  | 2011          | 2001       | 680 US-202/206 North                     |
| Bristol, UK        | —            | —                        | —                       | 20,221                                     | 3,873  | 16,348                  | 3,055                                   | 2015          | 2017       | 339 Badminton Road                       |
| Bristol, UK        | —            | —                        | —                       | 13,926                                     | 2,066  | 11,860                  | 1,363                                   | 2017          | 2019       | Avon Valley Care Home, Tennis Court Road |
| Brooks, AB         | —            | 376                      | 4,951                   | 130  | 384  | 5,073                   | 1,143                                   | 2014          | 2000       | 951 Cassils Road West                    |
| Bucyrus, OH        | —            | 1,119                    | 2,611                   | —  | 1,119  | 2,611                   | 378                                     | 2018          | 1976       | 1170 West Mansfield Street               |
| Burleson, TX       | —            | 670                      | 13,985                  | 2,457                                      | 670  | 16,442                  | 4,835                                   | 2011          | 1988       | 300 Huguley Boulevard                    |
| Burlington, NC     | —            | 280                      | 4,297                   | 849  | 280  | 5,146                   | 2,516                                   | 2003          | 2000       | 3619 S. Mebane St.                       |
| Burlington, NC     | —            | 460                      | 5,467                   | 110  | 460  | 5,577                   | 2,788                                   | 2003          | 1997       | 3615 S. Mebane St.                       |
| Burnaby, BC        | —            | 7,623                    | 13,844                  | 497  | 7,796  | 14,168                  | 3,227                                   | 2014          | 2006       | 7195 Canada Way                          |
| Calgary, AB        | —            | 2,341                    | 42,768                  | 1,090                                      | 2,394  | 43,805                  | 9,550                                   | 2014          | 1971       | 1729-90th Avenue SW                      |
| Calgary, AB        | —            | 4,569                    | 70,199                  | 1,706                                      | 4,672  | 71,802                  | 15,537                                  | 2014          | 2001       | 500 Midpark Way SE                       |
| Camp Hill, PA      | —            | 517                      | 3,596                   | —  | 517  | 3,596                   | 438                                     | 2018          | 1970       | 1700 Market Street                       |
| Canonsburg, PA     | —            | 911                      | 4,828                   | —  | 911  | 4,828                   | 642                                     | 2018          | 1986       | 113 West McMurray Road                   |
| Canton, OH         | —            | 300                      | 2,098                   | —  | 300  | 2,098                   | 1,313                                   | 1998          | 1998       | 1119 Perry Dr., N.W.                     |
| Canton, MI         | —            | 1,399                    | 16,966                  | —  | 1,399  | 16,966                  | 1,991                                   | 2018          | 2005       | 7025 Lilley Road                         |
| Cape Coral, FL     | —            | 530                      | 3,281                   | —  | 530  | 3,281                   | 1,785                                   | 2002          | 2000       | 911 Santa Barbara Blvd.                  |
| Carlisle, PA       | —            | 978                      | 8,204                   | —  | 978  | 8,204                   | 1,025                                   | 2018          | 1987       | 940 Walnut Bottom Road                   |
| Carmel, IN         | —            | 1,700                    | 19,491                  | 1  | 1,700  | 19,492                  | 4,171                                   | 2015          | 2015       | 12315 Pennsylvania Street                |
| Carmel, IN         | —            | 2,222                    | 31,004                  | 666  | 2,222  | 31,670                  | 1,614                                   | 2021          | 2018       | 13390 N. Illinois St                     |
| Carrollton, TX     | —            | 2,010                    | 19,549                  | —  | 2,010  | 19,549                  | 3,315                                   | 2014          | 2016       | 2645 East Trinity Mills Road             |
| Cary, NC           | —            | 1,500                    | 4,350                   | 1,928                                      | 1,500  | 6,278                   | 3,213                                   | 1998          | 1996       | 111 MacArthur                            |
| Castleton, IN      | —            | 920                      | 15,137                  | —  | 920  | 15,137                  | 3,719                                   | 2014          | 2013       | 8405 Clearvista Lake                     |

(Dollars in thousands)

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|----------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|------------------------------|
|                      |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                              |
| <b>Triple-net:</b>   |              |                          |                         |  |  |                         |   |               |            |                              |
| Cedar Rapids, IA     | —            | 596                      | 9,354                   | 16   | 614  | 9,352                   | 1,078                                   | 2018          | 1965       | 1940 1st Avenue Northeast    |
| Centerville, OH      | —            | 920                      | 3,958                   | —  | 920  | 3,958                   | 706                                     | 2018          | 1997       | 1001 E. Alex Bell Road       |
| Chagrin Falls, OH    | —            | 832                      | 10,837                  | —  | 832  | 10,837                  | 1,332                                   | 2018          | 1999       | 8100 East Washington Street  |
| Chambersburg, PA     | —            | 1,373                    | 8,862                   | —  | 1,373  | 8,862                   | 1,145                                   | 2018          | 1976       | 1070 Stouffer Avenue         |
| Chapel Hill, NC      | —            | 354                      | 2,646                   | 1,617                                      | 354  | 4,263                   | 1,827                                   | 2002          | 1997       | 100 Lanark Rd.               |
| Charlottesville, VA  | —            | 2,542                    | 40,746                  | 52   | 2,542  | 40,798                  | 1,283                                   | 2021          | 2019       | 250 Nichols Ct.              |
| Chatham, VA          | —            | 320                      | 14,039                  | 219  | 320  | 14,258                  | 3,341                                   | 2014          | 2009       | 100 Rorer Street             |
| Chattanooga, TN      | —            | 2,085                    | 11,837                  | 917  | 2,085  | 12,754                  | 2,222                                   | 2021          | 1999       | 1148 Mountain Creek Road     |
| Cherry Hill, NJ      | —            | 1,416                    | 9,871                   | —  | 1,416  | 9,871                   | 1,263                                   | 2018          | 1997       | 2700 Chapel Avenue West      |
| Chester, VA          | —            | 1,320                    | 18,127                  | 499  | 1,320  | 18,626                  | 4,266                                   | 2014          | 2009       | 12001 Iron Bridge Road       |
| Chevy Chase, MD      | —            | 4,515                    | 8,685                   | —  | 4,515  | 8,685                   | 1,046                                   | 2018          | 1964       | 8700 Jones Mill Road         |
| Chickasha, OK        | —            | 85                       | 1,395                   | —  | 85   | 1,395                   | 961                                     | 1996          | 1996       | 801 Country Club Rd.         |
| Chillicothe, OH      | —            | 1,145                    | 8,994                   | —  | 1,145  | 8,994                   | 1,076                                   | 2018          | 1977       | 1058 Columbus Street         |
| Cincinnati, OH       | —            | 912                      | 14,010                  | —  | 912  | 14,010                  | 1,702                                   | 2018          | 2000       | 6870 Clough Pike             |
| Citrus Heights, CA   | —            | 5,207                    | 31,715                  | —  | 5,207  | 31,715                  | 3,625                                   | 2018          | 1988       | 7807 Upland Way              |
| Claremore, OK        | —            | 155                      | 1,427                   | 6,130                                      | 155  | 7,557                   | 2,343                                   | 1996          | 1996       | 1605 N. Hwy. 88              |
| Clarksville, TN      | —            | 330                      | 2,292                   | —  | 330  | 2,292                   | 1,430                                   | 1998          | 1998       | 2183 Memorial Dr.            |
| Clayton, NC          | —            | 520                      | 15,733                  | 94   | 520  | 15,827                  | 3,506                                   | 2014          | 2013       | 84 Johnson Estate Road       |
| Cleburne, TX         | —            | 1,113                    | 10,560                  | —  | 1,113  | 10,560                  | 192                                     | 2022          | 2015       | 902 Walter P. Holliday Drive |
| Clevedon, UK         | —            | 2,778                    | 16,570                  | —  | 2,778  | 16,570                  | 3,638                                   | 2014          | 1994       | 18/19 Elton Road             |
| Clifton, NJ          | —            | 3,881                    | 34,941                  | 18   | 3,881  | 34,959                  | 2,052                                   | 2021          | 2021       | 782 Valley Road              |
| Cloquet, MN          | —            | 340                      | 4,660                   | 120  | 340  | 4,780                   | 1,509                                   | 2011          | 2006       | 705 Horizon Circle           |
| Cobham, UK           | —            | 9,601                    | 24,464                  | —  | 9,601  | 24,464                  | 6,021                                   | 2013          | 2013       | Redhill Road                 |
| Colorado Springs, CO | —            | 4,280                    | 62,168                  | —  | 4,280  | 62,168                  | 11,722                                  | 2015          | 2008       | 1605 Elm Creek View          |
| Colorado Springs, CO | —            | 1,730                    | 25,493                  | 693  | 1,730  | 26,186                  | 5,126                                   | 2016          | 2016       | 2818 Grand Vista Circle      |
| Columbia, TN         | —            | 341                      | 2,295                   | —  | 341  | 2,295                   | 1,430                                   | 1999          | 1999       | 5011 Trotwood Ave.           |
| Columbia, SC         | —            | 1,699                    | 2,319                   | —  | 1,699  | 2,319                   | 310                                     | 2018          | 1968       | 2601 Forest Drive            |
| Columbia Heights, MN | —            | 825                      | 14,175                  | 163  | 825  | 14,338                  | 4,255                                   | 2011          | 2009       | 3807 Hart Boulevard          |
| Concord, NC          | —            | 550                      | 3,921                   | 683  | 550  | 4,604                   | 2,137                                   | 2003          | 1997       | 2452 Rock Hill Church Rd.    |
| Congleton, UK        | —            | 1,993                    | 5,012                   | —  | 1,993  | 5,012                   | 1,077                                   | 2014          | 1994       | Rood Hill                    |
| Conroe, TX           | —            | 1,440                    | 6,136                   | —  | 1,440  | 6,136                   | 113                                     | 2022          | 2013       | 608 Conroe Medical Dr        |
| Corby, UK            | —            | 1,228                    | 5,144                   | 39   | 1,096  | 5,315                   | 818                                     | 2017          | 1997       | 25 Rockingham Road           |
| Costa Mesa, CA       | —            | 2,050                    | 19,969                  | 1,003                                      | 2,050  | 20,972                  | 7,730                                   | 2011          | 1965       | 350 West Bay St              |
| Coventry, UK         | —            | —                        | —                       | 15,458                                     | 1,920  | 13,538                  | 2,799                                   | 2015          | 2014       | 1 Glendale Way               |
| Crawfordsville, IN   | —            | 720                      | 17,239                  | 1,426                                      | 720  | 18,665                  | 4,446                                   | 2014          | 2013       | 517 Concord Road             |
| Cypress, TX          | —            | 2,145                    | 14,552                  | —  | 2,145  | 14,552                  | 259                                     | 2022          | 2015       | 17935 Longenbaugh Rd         |
| Dallastown, PA       | —            | 1,377                    | 16,797                  | —  | 1,377  | 16,797                  | 2,043                                   | 2018          | 1979       | 100 West Queen Street        |
| Danville, VA         | —            | 410                      | 3,954                   | 1,073                                      | 410  | 5,027                   | 2,401                                   | 2003          | 1998       | 149 Executive Ct.            |
| Danville, VA         | —            | 240                      | 8,436                   | 1,325                                      | 240  | 9,761                   | 2,025                                   | 2014          | 1996       | 508 Rison Street             |
| Daphne, AL           | —            | 2,880                    | 8,670                   | 384  | 2,880  | 9,054                   | 2,662                                   | 2012          | 2001       | 27440 County Road 13         |
| Davenport, IA        | —            | 566                      | 2,017                   | —  | 566  | 2,017                   | 252                                     | 2018          | 1966       | 815 East Locust Street       |
| Davenport, IA        | —            | 910                      | 20,038                  | —  | 910  | 20,038                  | 2,370                                   | 2018          | 2008       | 3800 Commerce Blvd.          |
| Dayton, OH           | —            | 1,188                    | 5,412                   | —  | 1,188  | 5,412                   | 702                                     | 2018          | 1977       | 1974 North Fairfield Road    |
| Dearborn Heights, MI | —            | 1,197                    | 3,394                   | —  | 1,197  | 3,394                   | 484                                     | 2018          | 1964       | 26001 Ford Road              |
| Decatur, GA          | —            | 1,413                    | 13,796                  | —  | 1,413  | 13,796                  | 1,561                                   | 2018          | 1977       | 2722 North Decatur Road      |

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|-----------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|--|
|                       |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |  |
| <b>Triple-net:</b>    |              |                          |                         |  |  |                         |   |               |            |  |
| Delray Beach, FL      | —            | 1,158                    | 13,572                  | —  | 1,158  | 13,572                  | 1,661                                   | 2018          | 1998       | 16150 Jog Road                               |
| Delray Beach, FL      | —            | 2,125                    | 11,840                  | —  | 2,125  | 11,840                  | 1,490                                   | 2018          | 1998       | 16200 Jog Road                               |
| Denver, CO            | —            | 3,222                    | 24,804                  | —  | 3,222  | 24,804                  | 2,819                                   | 2018          | 1988       | 290 South Monaco Parkway                     |
| Derby, UK             | —            | —                        | —                       | 10,319                                     | 2,234  | 8,085                   | 1,483                                   | 2014          | 2015       | Rykneld Road                                 |
| Dowagiac, MI          | —            | 825                      | 1,778                   | —  | 825  | 1,778                   | 277                                     | 2020          | 2006       | 29601 Amerihost Dr                           |
| Droitwich, UK         | —            | —                        | —                       | 14,479                                     | 3,443  | 11,036                  | 667                                     | 2018          | 2020       | Former Spring Meadows PH, Mulberry Tree Hill |
| Dublin, OH            | —            | 1,393                    | 2,911                   | —  | 1,393  | 2,911                   | 431                                     | 2018          | 2014       | 4075 W. Dublin-Granville Road                |
| Dubuque, IA           | —            | 568                      | 8,902                   | —  | 568  | 8,902                   | 1,028                                   | 2018          | 1971       | 901 West Third Street                        |
| Dunedin, FL           | —            | 1,883                    | 13,325                  | —  | 1,883  | 13,325                  | 1,548                                   | 2018          | 1983       | 870 Patricia Avenue                          |
| Durham, NC            | —            | 1,476                    | 10,659                  | 3,220                                      | 1,476  | 13,879                  | 12,764                                  | 1997          | 1999       | 4434 Ben Franklin Blvd.                      |
| Eagan, MN             | 15,252       | 2,260                    | 31,643                  | 300  | 2,260  | 31,943                  | 5,887                                   | 2015          | 2004       | 3810 Alder Avenue                            |
| East Brunswick, NJ    | —            | 1,380                    | 34,229                  | 1,235                                      | 1,380  | 35,464                  | 10,583                                  | 2011          | 1998       | 606 Cranbury Rd.                             |
| Eastbourne, UK        | —            | 3,985                    | 23,923                  | —  | 3,985  | 23,923                  | 5,185                                   | 2014          | 1999       | Carew Road                                   |
| Easton, PA            | —            | 1,109                    | 7,500                   | —  | 1,109  | 7,500                   | 1,187                                   | 2018          | 2015       | 4100 Freemansburg Avenue                     |
| Easton, PA            | —            | 1,430                    | 13,396                  | —  | 1,430  | 13,396                  | 1,637                                   | 2018          | 1981       | 2600 Northampton Street                      |
| Easton, PA            | —            | 1,620                    | 10,049                  | —  | 1,620  | 10,049                  | 1,450                                   | 2018          | 2000       | 4100 Freemansburg Avenue                     |
| Eden, NC              | —            | 390                      | 4,877                   | 186  | 390  | 5,063                   | 2,508                                   | 2003          | 1998       | 314 W. Kings Hwy.                            |
| Edmond, OK            | —            | 1,810                    | 14,849                  | 3,431                                      | 1,810  | 18,280                  | 3,948                                   | 2014          | 1985       | 1225 Lakeshore Drive                         |
| Edmond, OK            | —            | 1,650                    | 25,167                  | 1,700                                      | 1,650  | 26,867                  | 4,268                                   | 2014          | 2017       | 2709 East Danforth Road                      |
| Elizabeth City, NC    | —            | 200                      | 2,760                   | 2,841                                      | 200  | 5,601                   | 2,712                                   | 1998          | 1999       | 400 Hastings Lane                            |
| Elk Grove Village, IL | —            | 1,344                    | 7,073                   | —  | 1,344  | 7,073                   | 904                                     | 2018          | 1995       | 1940 Nerge Road Elk                          |
| Elk Grove Village, IL | —            | 3,733                    | 18,745                  | —  | 3,733  | 18,745                  | 2,120                                   | 2018          | 1988       | 1920 Nerge Road                              |
| Encinitas, CA         | —            | 1,460                    | 7,721                   | 2,054                                      | 1,460  | 9,775                   | 5,580                                   | 2000          | 1988       | 335 Saxony Rd.                               |
| Escondido, CA         | —            | 1,520                    | 24,024                  | 1,140                                      | 1,520  | 25,164                  | 8,999                                   | 2011          | 1987       | 1500 Borden Rd                               |
| Everett, WA           | —            | 1,400                    | 5,476                   | —  | 1,400  | 5,476                   | 3,341                                   | 1999          | 1999       | 2015 Lake Heights Dr.                        |
| Exton, PA             | —            | 3,600                    | 27,267                  | 342  | 3,600  | 27,609                  | 3,915                                   | 2017          | 2018       | 501 Thomas Jones Way                         |
| Fairfax, VA           | —            | 1,827                    | 17,304                  | —  | 1,827  | 17,304                  | 2,133                                   | 2018          | 1997       | 12469 Lee Jackson Mem Highway                |
| Fairfax, VA           | —            | 4,099                    | 17,614                  | —  | 4,099  | 17,614                  | 2,125                                   | 2018          | 1990       | 12475 Lee Jackson Memorial Highway           |
| Fairhope, AL          | —            | 570                      | 9,119                   | 112  | 570  | 9,231                   | 2,672                                   | 2012          | 1987       | 50 Spring Run Road                           |
| Fall River, MA        | —            | 620                      | 5,829                   | 4,856                                      | 620  | 10,685                  | 6,471                                   | 1996          | 1973       | 1748 Highland Ave.                           |
| Fanwood, NJ           | —            | 2,850                    | 55,175                  | 2,021                                      | 2,850  | 57,196                  | 16,687                                  | 2011          | 1982       | 295 South Ave.                               |
| Faribault, MN         | —            | 780                      | 11,539                  | 300  | 780  | 11,839                  | 2,186                                   | 2015          | 2003       | 828 1st Street NE                            |
| Farmington, CT        | —            | 1,693                    | 10,455                  | —  | 1,693  | 10,455                  | 1,315                                   | 2018          | 1997       | 45 South Road                                |
| Farnborough, UK       | —            | 1,993                    | 5,616                   | —  | 1,993  | 5,616                   | 1,173                                   | 2014          | 1980       | Bruntile Close, Reading Road                 |
| Fayetteville, PA      | —            | 2,150                    | 20,244                  | —  | 2,150  | 20,244                  | 5,611                                   | 2015          | 1991       | 6375 Chambersburg Road                       |
| Fayetteville, NY      | —            | 410                      | 3,962                   | 500  | 410  | 4,462                   | 2,400                                   | 2001          | 1997       | 5125 Highbriidge St.                         |
| Findlay, OH           | —            | 200                      | 1,800                   | —  | 200  | 1,800                   | 1,190                                   | 1997          | 1997       | 725 Fox Run Rd.                              |
| Fishers, IN           | —            | 1,500                    | 14,500                  | 2,399                                      | 1,500  | 16,899                  | 5,177                                   | 2010          | 2000       | 9745 Olympia Dr.                             |
| Fishers, IN           | —            | 2,314                    | 33,731                  | 409  | 2,314  | 34,140                  | 1,759                                   | 2021          | 2018       | 12950 Tablick St                             |
| Fishersville, VA      | —            | 788                      | 2,101                   | 3  | 788  | 2,104                   | 1,382                                   | 2018          | 1998       | 83 Crossroad Lane                            |
| Flint, MI             | —            | 1,271                    | 18,050                  | —  | 1,271  | 18,050                  | 2,068                                   | 2018          | 1969       | 3011 North Center Road                       |
| Florence, NJ          | —            | 300                      | 2,978                   | —  | 300  | 2,978                   | 1,616                                   | 2002          | 1999       | 901 Broad St.                                |
| Floyd, VA             | —            | 680                      | 3,618                   | 4  | 680  | 3,622                   | 1,112                                   | 2018          | 1979       | 237 Franklin Pike Rd SE                      |
| Forest City, NC       | —            | 320                      | 4,497                   | 226  | 320  | 4,723                   | 2,324                                   | 2003          | 1999       | 493 Piney Ridge Rd.                          |
| Fort Collins, CO      | —            | 3,680                    | 58,608                  | —  | 3,680  | 58,608                  | 11,015                                  | 2015          | 2007       | 4750 Pleasant Oak Drive                      |

(Dollars in thousands)

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|---------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|----------------------------------|
|                     |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                  |
| <b>Triple-net:</b>  |              |                          |                         |  |  |                         |   |               |            |                                  |
| Fort Wayne, IN      | —            | 1,770                    | 19,930                  | 1,771                                      | 1,770  | 21,701                  | 6,865                                   | 2010          | 2008       | 611 W County Line Rd South       |
| Fort Worth, TX      | —            | 450                      | 13,615                  | 5,086                                      | 450  | 18,701                  | 6,618                                   | 2010          | 2011       | 425 Alabama Ave.                 |
| Fort Worth, TX      | —            | 1,565                    | 15,982                  | —  | 1,565  | 15,982                  | 283                                     | 2022          | 2015       | 3141 Dalhart Dr                  |
| Fountain Valley, CA | —            | 5,259                    | 9,375                   | —  | 5,259  | 9,375                   | 1,128                                   | 2018          | 1988       | 11680 Warner Avenue              |
| Fredericksburg, VA  | —            | 1,000                    | 20,000                  | 2,161                                      | 1,000  | 22,161                  | 9,536                                   | 2005          | 1999       | 3500 Meekins Dr.                 |
| Fredericksburg, VA  | —            | 1,130                    | 23,202                  | 591  | 1,130  | 23,793                  | 5,341                                   | 2014          | 2010       | 140 Brimley Drive                |
| Ft. Myers, FL       | —            | 1,110                    | 10,559                  | —  | 1,110  | 10,559                  | 1,306                                   | 2018          | 1999       | 15950 McGregor Boulevard         |
| Ft. Myers, FL       | —            | 2,139                    | 18,235                  | —  | 2,139  | 18,235                  | 2,205                                   | 2018          | 1990       | 1600 Matthew Drive               |
| Ft. Myers, FL       | —            | 2,502                    | 9,741                   | —  | 2,502  | 9,741                   | 1,425                                   | 2018          | 2000       | 13881 Eagle Ridge Drive          |
| Gahanna, OH         | —            | 2,432                    | 34,645                  | 661  | 2,432  | 35,306                  | 1,501                                   | 2021          | 2017       | 5435 Morse Road                  |
| Gainesville, FL     | —            | 972                      | 8,809                   | 125  | 972  | 8,934                   | 658                                     | 2021          | 2000       | 1415 Fort Clarke Blvd            |
| Galesburg, IL       | —            | 1,708                    | 3,839                   | —  | 1,708  | 3,839                   | 470                                     | 2018          | 1964       | 280 East Losey Street            |
| Gardner, KS         | —            | 200                      | 2,800                   | 98   | 200  | 2,898                   | 611                                     | 2015          | 2000       | 869 Juniper Terrace              |
| Gastonia, NC        | —            | 470                      | 6,129                   | 77   | 470  | 6,206                   | 3,116                                   | 2003          | 1998       | 1680 S. New Hope Rd.             |
| Gastonia, NC        | —            | 310                      | 3,096                   | 113  | 310  | 3,209                   | 1,640                                   | 2003          | 1994       | 1717 Union Rd.                   |
| Gastonia, NC        | —            | 400                      | 5,029                   | 807  | 400  | 5,836                   | 2,627                                   | 2003          | 1996       | 1750 Robinwood Rd.               |
| Geneva, IL          | —            | 1,502                    | 16,193                  | —  | 1,502  | 16,193                  | 1,951                                   | 2018          | 2000       | 2388 Bricher Road                |
| Georgetown, TX      | —            | 200                      | 2,100                   | —  | 200  | 2,100                   | 1,378                                   | 1997          | 1997       | 2600 University Dr., E.          |
| Gig Harbor, WA      | —            | 3,000                    | 4,461                   | —  | 3,000  | 4,461                   | 660                                     | 2018          | 1990       | 3309 45th Street Court Northwest |
| Glen Ellyn, IL      | —            | 1,496                    | 6,634                   | —  | 1,496  | 6,634                   | 889                                     | 2018          | 2001       | 2S706 Park Boulevard             |
| Granbury, TX        | —            | 2,550                    | 2,940                   | 777  | 2,550  | 3,717                   | 1,295                                   | 2012          | 1996       | 916 East Highway 377             |
| Granger, IN         | —            | 1,670                    | 21,280                  | 2,645                                      | 1,670  | 23,925                  | 7,478                                   | 2010          | 2009       | 6330 North Fir Rd                |
| Greensboro, NC      | —            | 330                      | 2,970                   | 662  | 330  | 3,632                   | 1,832                                   | 2003          | 1996       | 5809 Old Oak Ridge Rd.           |
| Greensboro, NC      | —            | 560                      | 5,507                   | 2,377                                      | 560  | 7,884                   | 3,375                                   | 2003          | 1997       | 4400 Lawndale Dr.                |
| Greenville, MI      | —            | 1,490                    | 4,341                   | —  | 1,490  | 4,341                   | 531                                     | 2020          | 2016       | 1515 Meijer Dr                   |
| Greenville, SC      | —            | 310                      | 4,750                   | 521  | 310  | 5,271                   | 2,363                                   | 2004          | 1997       | 23 Southpointe Dr.               |
| Greenville, SC      | —            | 1,751                    | 8,771                   | —  | 1,751  | 8,771                   | 1,085                                   | 2018          | 1966       | 600 Sulphur Springs Road         |
| Greenville, SC      | —            | 947                      | 1,445                   | —  | 947  | 1,445                   | 300                                     | 2018          | 1976       | 601 Sulphur Springs Road         |
| Greenville, NC      | —            | 290                      | 4,393                   | 353  | 290  | 4,746                   | 2,313                                   | 2003          | 1998       | 2715 Dickinson Ave.              |
| Greenwood, IN       | —            | 1,550                    | 22,770                  | 406  | 1,550  | 23,176                  | 7,316                                   | 2010          | 2007       | 2339 South SR 135                |
| Grosse Pointe, MI   | —            | 867                      | 2,385                   | —  | 867  | 2,385                   | 309                                     | 2018          | 1964       | 21401 Mack Avenue                |
| Hamilton, NJ        | —            | 440                      | 4,469                   | —  | 440  | 4,469                   | 2,421                                   | 2001          | 1998       | 1645 Whitehorse-Mercerville Rd.  |
| Hanford, UK         | —            | 1,353                    | 9,622                   | —  | 1,353  | 9,622                   | 2,392                                   | 2013          | 2012       | Bankhouse Road                   |
| Harrisburg, PA      | —            | 569                      | 12,822                  | —  | 569  | 12,822                  | 1,537                                   | 2018          | 2000       | 2625 Ailanthus Lane              |
| Harrow, UK          | —            | 7,246                    | 8,092                   | —  | 7,246  | 8,092                   | 1,807                                   | 2014          | 2001       | 177 Preston Hill                 |
| Hastings, MI        | —            | 1,603                    | 6,519                   | —  | 1,603  | 6,519                   | 665                                     | 2020          | 2002       | 1821 N. East St                  |
| Hatboro, PA         | —            | —                        | 28,112                  | 1,771                                      | —  | 29,883                  | 9,293                                   | 2011          | 1996       | 3485 Davisville Road             |
| Hatboro, PA         | —            | 1,192                    | 7,608                   | —  | 1,192  | 7,608                   | 1,244                                   | 2018          | 2000       | 779 West County Line Road        |
| Hatfield, UK        | —            | 2,862                    | 7,368                   | —  | 2,862  | 7,368                   | 1,846                                   | 2013          | 2012       | St Albans Road East              |
| Haverhill, MA       | —            | 5,519                    | 19,554                  | 64   | 5,519  | 19,618                  | 734                                     | 2021          | 2018       | 10 Residences Way                |
| Hemet, CA           | —            | 6,224                    | 8,410                   | —  | 6,224  | 8,410                   | 1,048                                   | 2018          | 1989       | 1717 West Stetson Avenue         |
| Hermitage, TN       | —            | 1,500                    | 9,943                   | 540  | 1,500  | 10,483                  | 3,020                                   | 2011          | 2006       | 4131 Andrew Jackson Parkway      |
| Herne Bay, UK       | —            | 1,900                    | 24,353                  | 123  | 1,860  | 24,516                  | 6,455                                   | 2013          | 2011       | 165 Reculver Road                |
| Hiawatha, KS        | —            | 40                       | 4,210                   | 31   | 40   | 4,241                   | 869                                     | 2015          | 1996       | 400 Kansas Ave                   |
| Hickory, NC         | —            | 290                      | 987                     | 392  | 290  | 1,379                   | 742                                     | 2003          | 1994       | 2530 16th St. N.E.               |

(Dollars in thousands)

| Description           | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                       |
|-----------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------|
|                       |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                               |
| <b>Triple-net:</b>    |              |                          |                         |  |  |                         |   |               |            |                               |
| High Point, NC        | —            | 560                      | 4,443                   | 1,406                                      | 560  | 5,849                   | 2,694                                   | 2003          | 2000       | 1568 Skeet Club Rd.           |
| High Point, NC        | —            | 370                      | 2,185                   | 999  | 370  | 3,184                   | 1,382                                   | 2003          | 1999       | 1564 Skeet Club Rd.           |
| High Point, NC        | —            | 330                      | 3,395                   | 142  | 330  | 3,537                   | 1,769                                   | 2003          | 1994       | 201 Hartley Dr.               |
| High Point, NC        | —            | 430                      | 4,143                   | 1,007                                      | 430  | 5,150                   | 2,131                                   | 2003          | 1998       | 1560 Skeet Club Rd.           |
| Highlands Ranch, CO   | —            | 940                      | 3,721                   | 4,983                                      | 940  | 8,704                   | 3,153                                   | 2002          | 1999       | 9160 S. University Blvd.      |
| Hillsboro, OH         | —            | 1,792                    | 6,339                   | —  | 1,792  | 6,339                   | 1,072                                   | 2018          | 1983       | 1141 Northview Drive          |
| Hinckley, UK          | —            | 2,113                    | 4,106                   | —  | 2,113  | 4,106                   | 1,126                                   | 2013          | 2013       | Tudor Road                    |
| Hinsdale, IL          | —            | 4,033                    | 24,280                  | —  | 4,033  | 24,280                  | 2,764                                   | 2018          | 1971       | 600 W Ogden Avenue            |
| Holton, KS            | —            | 40                       | 7,460                   | 13   | 40   | 7,473                   | 1,427                                   | 2015          | 1996       | 410 Juniper Dr                |
| Homewood, IL          | —            | 2,395                    | 7,649                   | —  | 2,395  | 7,649                   | 891                                     | 2018          | 1989       | 940 Maple Avenue              |
| Howard, WI            | —            | 579                      | 32,122                  | 5,943                                      | 684  | 37,960                  | 5,774                                   | 2017          | 2016       | 2790 Elm Tree Hill            |
| Huntingdon Valley, PA | —            | 1,150                    | 3,728                   | —  | 1,150  | 3,728                   | 647                                     | 2018          | 1993       | 3430 Huntingdon Pike          |
| Huntsville, AL        | —            | 1,382                    | 14,286                  | 90   | 1,382  | 14,376                  | 960                                     | 2021          | 2001       | 4801 Whitesport Cir SW        |
| Independence, VA      | —            | 1,082                    | 6,767                   | 7  | 1,082  | 6,774                   | 2,007                                   | 2018          | 1998       | 400 S Independence Ave        |
| Indianapolis, IN      | —            | 870                      | 14,688                  | —  | 870  | 14,688                  | 3,624                                   | 2014          | 2014       | 1635 N Arlington Avenue       |
| Jackson, NJ           | —            | 6,500                    | 26,405                  | 7,910                                      | 6,500  | 34,315                  | 7,606                                   | 2012          | 2001       | 2 Kathleen Drive              |
| Jacksonville, FL      | —            | 2,932                    | 14,269                  | 129  | 2,932  | 14,398                  | 1,021                                   | 2021          | 1999       | 3455 San Pablo Rd S           |
| Jefferson Hills, PA   | —            | 2,265                    | 13,614                  | —  | 2,265  | 13,614                  | 2,385                                   | 2018          | 1997       | 380 Wray Large Road           |
| Jersey Shore, PA      | —            | 600                      | 8,104                   | —  | 600  | 8,104                   | 909                                     | 2018          | 1973       | 1008 Thompson Street          |
| Kansas City, KS       | —            | 700                      | 20,115                  | —  | 700  | 20,115                  | 4,028                                   | 2015          | 2015       | 8900 Parallel Parkway         |
| Katy, TX              | —            | 1,778                    | 22,622                  | —  | 1,778  | 22,622                  | 3,689                                   | 2017          | 2015       | 24802 Kingsland Boulevard     |
| Kensington, MD        | —            | 1,753                    | 18,621                  | —  | 1,753  | 18,621                  | 2,162                                   | 2018          | 2002       | 4301 Knowles Avenue           |
| Kenwood, OH           | —            | 821                      | 11,040                  | —  | 821  | 11,040                  | 1,324                                   | 2018          | 2000       | 4580 East Galbraith Road      |
| Kettering, OH         | —            | 1,229                    | 4,701                   | —  | 1,229  | 4,701                   | 642                                     | 2018          | 1977       | 3313 Wilmington Pike          |
| King of Prussia, PA   | —            | 720                      | 14,776                  | —  | 720  | 14,776                  | 1,838                                   | 2018          | 1995       | 620 West Valley Forge Road    |
| King of Prussia, PA   | —            | 1,205                    | 4,725                   | —  | 1,205  | 4,725                   | 695                                     | 2018          | 1990       | 600 West Valley Forge Road    |
| Kingsford, MI         | —            | 1,362                    | 10,594                  | —  | 1,362  | 10,594                  | 1,324                                   | 2018          | 1968       | 1225 Woodward Avenue          |
| Kirkstall, UK         | —            | 2,385                    | 9,216                   | —  | 2,385  | 9,216                   | 2,298                                   | 2013          | 2009       | 29 Broad Lane                 |
| Knoxville, TN         | —            | 2,207                    | 12,849                  | 1,020                                      | 2,207  | 13,869                  | 2,432                                   | 2021          | 2001       | 8501 S. Northshore Drive      |
| Kokomo, IN            | —            | 710                      | 16,044                  | —  | 710  | 16,044                  | 3,950                                   | 2014          | 2014       | 2200 S. Dixon Rd              |
| Lacey, WA             | —            | 2,582                    | 18,175                  | —  | 2,582  | 18,175                  | 2,140                                   | 2018          | 2012       | 4524 Intelco Loop SE          |
| Lafayette, CO         | —            | 1,420                    | 20,192                  | —  | 1,420  | 20,192                  | 4,286                                   | 2015          | 2015       | 329 Exempla Circle            |
| Lafayette, IN         | —            | 670                      | 16,833                  | 1  | 670  | 16,834                  | 3,864                                   | 2015          | 2014       | 2402 South Street             |
| Lakeway, TX           | —            | 5,142                    | 23,203                  | —  | 5,142  | 23,203                  | 6,164                                   | 2007          | 2011       | 2000 Medical Dr               |
| Lakewood, CO          | —            | 2,160                    | 28,091                  | 62   | 2,160  | 28,153                  | 6,514                                   | 2014          | 2010       | 7395 West Eastman Place       |
| Lancaster, PA         | —            | 1,011                    | 7,502                   | —  | 1,011  | 7,502                   | 915                                     | 2018          | 1966       | 100 Abbeyville Road           |
| Lapeer, MI            | —            | 1,827                    | 8,794                   | —  | 1,827  | 8,794                   | 843                                     | 2020          | 2004       | 101 Devonshire Dr             |
| Largo, FL             | —            | 1,166                    | 3,426                   | —  | 1,166  | 3,426                   | 540                                     | 2018          | 1997       | 300 Highland Avenue Northeast |
| Laureldale, PA        | —            | 1,171                    | 14,420                  | —  | 1,171  | 14,420                  | 1,697                                   | 2018          | 1980       | 2125 Elizabeth Avenue         |
| Lebanon, PA           | —            | 728                      | 10,367                  | —  | 728  | 10,367                  | 1,336                                   | 2018          | 1998       | 100 Tuck Court                |
| Lebanon, PA           | —            | 1,214                    | 5,960                   | —  | 1,214  | 5,960                   | 861                                     | 2018          | 1980       | 900 Tuck Street               |
| Lee, MA               | —            | 290                      | 18,135                  | 926  | 290  | 19,061                  | 10,230                                  | 2002          | 1998       | 600 & 620 Laurel St.          |
| Leeds, UK             | —            | —                        | —                       | 14,892                                     | 1,932  | 12,960                  | 2,583                                   | 2015          | 2013       | 100 Grove Lane                |
| Leicester, UK         | —            | —                        | —                       | 26,891                                     | 2,995  | 23,896                  | 6,240                                   | 2012          | 2010       | 307 London Road               |
| Lenoir, NC            | —            | 190                      | 3,748                   | 920  | 190  | 4,668                   | 2,253                                   | 2003          | 1998       | 1145 Powell Rd., N.E.         |

(Dollars in thousands)

| Description            | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                           |
|------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-----------------------------------|
|                        |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                   |
| <b>Triple-net:</b>     |              |                          |                         |  |  |                         |   |               |            |                                   |
| Lethbridge, AB         | —            | 1,214                    | 2,750                   | 101  | 1,242  | 2,823                   | 793                                     | 2014          | 2003       | 785 Columbia Boulevard West       |
| Lexana, KS             | —            | 480                      | 1,770                   | 162  | 480  | 1,932                   | 445                                     | 2015          | 1994       | 8710 Caenen Lake Rd               |
| Lexington, NC          | —            | 200                      | 3,900                   | 1,153                                      | 200  | 5,053                   | 2,591                                   | 2002          | 1997       | 161 Young Dr.                     |
| Libertyville, IL       | —            | 6,500                    | 40,024                  | 4,686                                      | 6,500  | 44,710                  | 12,935                                  | 2011          | 2001       | 901 Florsheim Dr                  |
| Libertyville, IL       | —            | 2,993                    | 11,546                  | —  | 2,993  | 11,546                  | 1,333                                   | 2018          | 1988       | 1500 South Milwaukee              |
| Lichfield, UK          | —            | 1,353                    | 29,685                  | —  | 1,353  | 29,685                  | 5,908                                   | 2015          | 2012       | Wissage Road                      |
| Lillington, NC         | —            | 470                      | 17,579                  | 757  | 470  | 18,336                  | 4,170                                   | 2014          | 2013       | 54 Red Mulberry Way               |
| Lillington, NC         | —            | 500                      | 16,451                  | 271  | 500  | 16,722                  | 3,664                                   | 2014          | 1999       | 2041 NC-210 N                     |
| Livermore, CA          | —            | 4,100                    | 24,996                  | 79   | 4,100  | 25,075                  | 5,179                                   | 2014          | 1974       | 35 Fenton Street                  |
| Livonia, MI            | —            | 985                      | 13,555                  | —  | 985  | 13,555                  | 1,684                                   | 2018          | 1999       | 32500 Seven Mile Road             |
| Longwood, FL           | —            | 1,260                    | 6,445                   | —  | 1,260  | 6,445                   | 2,123                                   | 2011          | 2011       | 425 South Ronald Reagan Boulevard |
| Los Angeles, CA        | —            | —                        | 11,430                  | 1,119                                      | —  | 12,549                  | 4,632                                   | 2008          | 1971       | 330 North Hayworth Avenue         |
| Louisburg, KS          | —            | 280                      | 4,320                   | 47   | 280  | 4,367                   | 844                                     | 2015          | 1996       | 202 Rogers St                     |
| Louisville, KY         | —            | 490                      | 10,010                  | 2,768                                      | 490  | 12,778                  | 5,993                                   | 2005          | 1978       | 4604 Lowe Rd                      |
| Loxley, UK             | —            | 1,369                    | 15,668                  | 354  | 1,341  | 16,050                  | 3,956                                   | 2013          | 2008       | Loxley Road                       |
| Lutherville, MD        | —            | 1,100                    | 19,786                  | 1,744                                      | 1,100  | 21,530                  | 6,859                                   | 2011          | 1988       | 515 Brightfield Road              |
| Lynchburg, VA          | —            | 340                      | 16,114                  | 260  | 340  | 16,374                  | 3,892                                   | 2014          | 2013       | 189 Monica Blvd                   |
| Lynchburg, VA          | —            | 2,904                    | 3,696                   | —  | 2,904  | 3,696                   | 445                                     | 2018          | 1978       | 2200 Landover Place               |
| Lynnwood, WA           | —            | 2,302                    | 5,632                   | —  | 2,302  | 5,632                   | 688                                     | 2018          | 1987       | 3701 188th Street                 |
| Manalapan, NJ          | —            | 900                      | 22,624                  | 1,096                                      | 900  | 23,720                  | 7,048                                   | 2011          | 2001       | 445 Route 9 South                 |
| Manassas, VA           | —            | 750                      | 7,446                   | 1,352                                      | 750  | 8,798                   | 3,921                                   | 2003          | 1996       | 8341 Barrett Dr.                  |
| Mankato, MN            | —            | 1,460                    | 32,104                  | 300  | 1,460  | 32,404                  | 5,952                                   | 2015          | 2006       | 100 Dublin Road                   |
| Marietta, OH           | —            | 1,149                    | 9,373                   | —  | 1,149  | 9,373                   | 1,119                                   | 2018          | 1977       | 5001 State Route 60               |
| Marietta, PA           | —            | 1,050                    | 13,633                  | 592  | 1,050  | 14,225                  | 2,661                                   | 2015          | 1999       | 2760 Maytown Road                 |
| Marietta, GA           | —            | 2,406                    | 12,229                  | —  | 2,406  | 12,229                  | 1,429                                   | 2018          | 1980       | 4360 Johnson Ferry Place          |
| Marion, IN             | —            | 720                      | 9,604                   | —  | 720  | 9,604                   | 3,035                                   | 2014          | 2012       | 614 W. 14th Street                |
| Marion, IN             | —            | 990                      | 7,600                   | —  | 990  | 7,600                   | 3,710                                   | 2014          | 1976       | 505 N. Bradner Avenue             |
| Marion, OH             | —            | 2,768                    | 17,415                  | —  | 2,768  | 17,415                  | 2,648                                   | 2018          | 2004       | 400 Barks Road West               |
| Marlborough, UK        | —            | 2,621                    | 6,679                   | —  | 2,621  | 6,679                   | 1,456                                   | 2014          | 1999       | The Common                        |
| Martinsville, VA       | —            | 349                      | —                       | —  | 349  | —                       | —                                       | 2003          | 1900       | Rolling Hills Rd. & US Hwy. 58    |
| Marysville, OH         | —            | 408                      | 858                     | 457  | 408  | 1,315                   | 177                                     | 2021          | 1990       | 715 South Walnut Street           |
| Matthews, NC           | —            | 560                      | 4,738                   | 771  | 560  | 5,509                   | 2,473                                   | 2003          | 1998       | 2404 Plantation Center Dr.        |
| McHenry, IL            | —            | 1,576                    | —                       | —  | 1,576  | —                       | —                                       | 2006          | 1900       | 5200 Block of Bull Valley Road    |
| McMurray, PA           | —            | 1,440                    | 15,805                  | 3,894                                      | 1,440  | 19,699                  | 5,838                                   | 2010          | 2011       | 240 Cedar Hill Dr                 |
| Medicine Hat, AB       | —            | 932                      | 5,566                   | 157  | 953  | 5,702                   | 1,315                                   | 2014          | 1999       | 65 Valleyview Drive SW            |
| Mentor, OH             | —            | 1,827                    | 9,938                   | —  | 1,827  | 9,938                   | 1,203                                   | 2018          | 1985       | 8200 Mentor Hills Drive           |
| Mequon, WI             | —            | 2,238                    | 17,761                  | 600  | 2,238  | 18,361                  | 791                                     | 2021          | 2015       | 6751 West Mequon Road             |
| Miamisburg, OH         | —            | 786                      | 3,232                   | —  | 786  | 3,232                   | 551                                     | 2018          | 1983       | 450 Oak Ridge Boulevard           |
| Middleburg Heights, OH | —            | 960                      | 7,780                   | 472  | 960  | 8,252                   | 3,726                                   | 2004          | 1998       | 15435 Bagley Rd.                  |
| Middleton, WI          | —            | 420                      | 4,006                   | 600  | 420  | 4,606                   | 2,367                                   | 2001          | 1991       | 6701 Stonefield Rd.               |
| Midlothian, VA         | —            | 2,015                    | 8,602                   | —  | 2,015  | 8,602                   | 625                                     | 2021          | 2015       | 13800 Bon Secours Drive           |
| Milton Keynes, UK      | —            | —                        | —                       | 20,047                                     | 1,787  | 18,260                  | 3,742                                   | 2015          | 2007       | Tunbridge Grove, Kents Hill       |
| Minnetonka, MN         | —            | 2,080                    | 24,360                  | 4,154                                      | 2,080  | 28,514                  | 8,497                                   | 2012          | 1999       | 500 Carlson Parkway               |
| Mishawaka, IN          | —            | 740                      | 12,188                  | —  | 740  | 12,188                  | 3,605                                   | 2014          | 2013       | 60257 Bodnar Blvd                 |
| Moline, IL             | —            | 2,946                    | 18,672                  | —  | 2,946  | 18,672                  | 2,111                                   | 2018          | 1964       | 833 Sixteenth Avenue              |

(Dollars in thousands)

| Description              | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                       |
|--------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------|
|                          |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                               |
| <b>Triple-net:</b>       |              |                          |                         |  |  |                         |   |               |            |                               |
| Monroe, NC               | —            | 470                      | 3,681                   | 839  | 470  | 4,520                   | 2,250                                   | 2003          | 2001       | 918 Fitzgerald St.            |
| Monroe, NC               | —            | 310                      | 4,799                   | 922  | 310  | 5,721                   | 2,855                                   | 2003          | 2000       | 919 Fitzgerald St.            |
| Monroe, NC               | —            | 450                      | 4,021                   | 417  | 450  | 4,438                   | 2,146                                   | 2003          | 1997       | 1316 Patterson Ave.           |
| Monroe Township, NJ      | —            | 3,250                    | 27,771                  | 1,118                                      | 3,250  | 28,889                  | 5,371                                   | 2015          | 1996       | 319 Forsgate Drive            |
| Monroeville, PA          | —            | 1,216                    | 12,749                  | —  | 1,216  | 12,749                  | 1,833                                   | 2018          | 1997       | 120 Wyngate Drive             |
| Monroeville, PA          | —            | 1,237                    | 3,641                   | —  | 1,237  | 3,641                   | 697                                     | 2018          | 1996       | 885 MacBeth Drive             |
| Montgomeryville, PA      | —            | 1,176                    | 9,824                   | —  | 1,176  | 9,824                   | 1,249                                   | 2018          | 1989       | 640 Bethlehem Pike            |
| Montville, NJ            | —            | 3,500                    | 31,002                  | 2,559                                      | 3,500  | 33,561                  | 10,036                                  | 2011          | 1988       | 165 Changebridge Rd.          |
| Moorestown, NJ           | —            | 4,143                    | 23,902                  | —  | 4,143  | 23,902                  | 6,073                                   | 2012          | 2014       | 250 Marter Avenue             |
| Morehead City, NC        | —            | 200                      | 3,104                   | 2,039                                      | 200  | 5,143                   | 2,705                                   | 1999          | 1999       | 107 Bryan St.                 |
| Moulton, UK              | —            | 1,695                    | 12,510                  | 190  | 1,513  | 12,882                  | 1,881                                   | 2017          | 1995       | Northampton Lane North        |
| Mountainside, NJ         | —            | 3,097                    | 7,807                   | —  | 3,097  | 7,807                   | 957                                     | 2018          | 1988       | 1180 Route 22                 |
| Mt. Pleasant, MI         | —            | 1,863                    | 6,467                   | —  | 1,863  | 6,467                   | 743                                     | 2020          | 2013       | 2378 S. Lincoln Rd            |
| Naperville, IL           | —            | 3,470                    | 29,547                  | 5,862                                      | 3,470  | 35,409                  | 9,730                                   | 2011          | 2001       | 504 North River Road          |
| Naples, FL               | —            | 1,222                    | 10,639                  | —  | 1,222  | 10,639                  | 1,364                                   | 2018          | 1998       | 6125 Rattlesnake Hammock Road |
| Naples, FL               | —            | 1,672                    | 23,119                  | —  | 1,672  | 23,119                  | 3,303                                   | 2018          | 1993       | 1000 Lely Palms Drive         |
| Naples, FL               | —            | 1,854                    | 12,398                  | —  | 1,854  | 12,398                  | 1,432                                   | 2018          | 1987       | 3601 Lakewood Boulevard       |
| Nashville, TN            | —            | 4,910                    | 29,590                  | —  | 4,910  | 29,590                  | 11,495                                  | 2008          | 2007       | 15 Burton Hills Boulevard     |
| Needham, MA              | —            | 1,610                    | 12,667                  | —  | 1,610  | 12,667                  | 6,594                                   | 2002          | 1994       | 100 West St.                  |
| Needham, MA              | —            | 3,957                    | 71,163                  | 191  | 3,957  | 71,354                  | 2,068                                   | 2021          | 2013       | 235 Gould St.                 |
| New Lenox, IL            | —            | 1,225                    | 21,575                  | —  | 1,225  | 21,575                  | 2,346                                   | 2019          | 2007       | 1023 South Cedar Rd           |
| New Moston, UK           | —            | 1,449                    | 4,286                   | —  | 1,449  | 4,286                   | 1,113                                   | 2013          | 2010       | 90a Broadway                  |
| Newark, DE               | —            | 560                      | 21,220                  | 2,442                                      | 560  | 23,662                  | 10,355                                  | 2004          | 1998       | 200 E. Village Rd.            |
| Newcastle Under Lyme, UK | —            | 1,087                    | 5,536                   | —  | 1,087  | 5,536                   | 1,373                                   | 2013          | 2010       | Hempstalls Lane               |
| Newcastle-under-Lyme, UK | —            | 1,101                    | 5,420                   | —  | 1,101  | 5,420                   | 1,182                                   | 2014          | 1999       | Silverdale Road               |
| Newport News, VA         | —            | 839                      | 6,077                   | 6  | 839  | 6,083                   | 1,737                                   | 2018          | 1998       | 12997 Nettles Dr              |
| Norman, OK               | —            | 55                       | 1,484                   | —  | 55   | 1,484                   | 1,062                                   | 1995          | 1995       | 1701 Alameda Dr.              |
| North Augusta, SC        | —            | 332                      | 2,558                   | —  | 332  | 2,558                   | 1,586                                   | 1999          | 1998       | 105 North Hills Dr.           |
| Northampton, UK          | —            | 5,072                    | 16,983                  | —  | 5,072  | 16,983                  | 4,378                                   | 2013          | 2011       | Cliftonville Road             |
| Northampton, UK          | —            | 1,971                    | 6,125                   | —  | 1,971  | 6,125                   | 1,251                                   | 2014          | 2014       | Cliftonville Road             |
| Northbrook, IL           | —            | 1,298                    | 13,337                  | —  | 1,298  | 13,337                  | 1,578                                   | 2018          | 1999       | 3240 Milwaukee Avenue         |
| Nottingham, UK           | —            | —                        | —                       | 7,725                                      | 1,594  | 6,131                   | 1,239                                   | 2014          | 2014       | 172A Nottingham Road          |
| Nuneaton, UK             | —            | 3,255                    | 8,793                   | —  | 3,255  | 8,793                   | 2,182                                   | 2013          | 2011       | 132 Coventry Road             |
| Nuthall, UK              | —            | 2,446                    | 10,216                  | —  | 2,446  | 10,216                  | 2,561                                   | 2013          | 2011       | 172 Nottingham Road           |
| Oak Lawn, IL             | —            | 2,418                    | 5,426                   | —  | 2,418  | 5,426                   | 638                                     | 2018          | 1977       | 9401 South Kostner Avenue     |
| Oak Lawn, IL             | —            | 3,876                    | 7,985                   | —  | 3,876  | 7,985                   | 974                                     | 2018          | 1960       | 6300 W 95th Street            |
| Oakland, CA              | —            | 4,760                    | 16,143                  | 282  | 4,760  | 16,425                  | 3,681                                   | 2014          | 2002       | 468 Perkins Street            |
| Olathe, KS               | —            | 1,930                    | 19,765                  | 553  | 1,930  | 20,318                  | 4,241                                   | 2016          | 2015       | 21250 W 151 Street            |
| Ona, WV                  | —            | 950                      | 7,639                   | —  | 950  | 7,639                   | 2,381                                   | 2015          | 2007       | 100 Weatherholt Drive         |
| Oneonta, NY              | —            | 80                       | 3,839                   | —  | 80   | 3,839                   | 1,939                                   | 2007          | 1996       | 1846 County Highway 48        |
| Orem, UT                 | —            | 2,150                    | 24,107                  | —  | 2,150  | 24,107                  | 4,508                                   | 2015          | 2014       | 250 East Center Street        |
| Osage City, KS           | —            | 50                       | 1,700                   | 151  | 50   | 1,851                   | 445                                     | 2015          | 1996       | 1403 Laing St                 |
| Osawatomie, KS           | —            | 130                      | 2,970                   | 145  | 130  | 3,115                   | 676                                     | 2015          | 2003       | 1520 Parker Ave               |
| Ottawa, KS               | —            | 160                      | 6,590                   | 47   | 160  | 6,637                   | 1,302                                   | 2015          | 2007       | 2250 S Elm St                 |
| Overland Park, KS        | —            | —                        | —                       | 31,146                                     | 3,730  | 27,416                  | 9,937                                   | 2008          | 2009       | 12000 Lamar Avenue            |



(Dollars in thousands)

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|------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|---------------------------------|
|                        |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                 |
| <b>Triple-net:</b>     |              |                          |                         |  |  |                         |   |               |            |                                 |
| Overland Park, KS      | —            | 4,500                    | 29,105                  | 7,295                                      | 4,500  | 36,400                  | 12,683                                  | 2010          | 1988       | 6101 W 119th St                 |
| Overland Park, KS      | —            | 410                      | 2,840                   | 98   | 410  | 2,938                   | 663                                     | 2015          | 2004       | 14430 Metcalf Ave               |
| Overland Park, KS      | —            | 1,300                    | 25,311                  | 677  | 1,300  | 25,988                  | 5,293                                   | 2016          | 2015       | 7600 Antioch Road               |
| Owasso, OK             | —            | 215                      | 1,380                   | —  | 215  | 1,380                   | 930                                     | 1996          | 1996       | 12807 E. 86th Place N.          |
| Palm Beach Gardens, FL | —            | 2,082                    | 6,622                   | —  | 2,082  | 6,622                   | 893                                     | 2018          | 1991       | 11375 Prosperity Farms Road     |
| Palm Desert, CA        | —            | 6,195                    | 8,918                   | —  | 6,195  | 8,918                   | 1,091                                   | 2018          | 1989       | 74350 Country Club Drive        |
| Palm Harbor, FL        | —            | 1,306                    | 13,807                  | —  | 1,306  | 13,807                  | 1,753                                   | 2018          | 1997       | 2895 Tampa Road                 |
| Palm Harbor, FL        | —            | 2,490                    | 23,901                  | 125  | 2,490  | 24,026                  | 1,520                                   | 2021          | 1996       | 2960 Tampa Rd                   |
| Palm Harbor, FL        | —            | 3,281                    | 22,450                  | —  | 3,281  | 22,450                  | 2,797                                   | 2018          | 1990       | 2851 Tampa Road                 |
| Palos Heights, IL      | —            | 1,225                    | 12,453                  | —  | 1,225  | 12,453                  | 1,448                                   | 2018          | 1999       | 7880 West College Drive         |
| Palos Heights, IL      | —            | 3,431                    | 28,803                  | —  | 3,431  | 28,803                  | 3,236                                   | 2018          | 1987       | 7850 West College Drive         |
| Palos Heights, IL      | —            | 2,590                    | 7,644                   | —  | 2,590  | 7,644                   | 892                                     | 2018          | 1996       | 11860 Southwest Hwy             |
| Panama City Beach, FL  | —            | 900                      | 6,402                   | 734  | 900  | 7,136                   | 1,917                                   | 2011          | 2005       | 6012 Magnolia Beach Road        |
| Paola, KS              | —            | 190                      | 5,610                   | 63   | 190  | 5,673                   | 1,137                                   | 2015          | 2000       | 601 N. East Street              |
| Parma, OH              | —            | 960                      | 12,718                  | —  | 960  | 12,718                  | 1,585                                   | 2018          | 1998       | 9205 Sprague Road               |
| Parma, OH              | —            | 1,833                    | 10,314                  | —  | 1,833  | 10,314                  | 1,447                                   | 2018          | 2006       | 9055 West Sprague Road          |
| Paulsboro, NJ          | —            | 3,264                    | 8,023                   | —  | 3,264  | 8,023                   | 1,012                                   | 2018          | 1987       | 550 Jessup Road                 |
| Paw Paw, MI            | —            | 1,687                    | 5,602                   | —  | 1,687  | 5,602                   | 669                                     | 2020          | 2012       | 677 Hazen                       |
| Perrysburg, OH         | —            | 1,456                    | 5,431                   | —  | 1,456  | 5,431                   | 691                                     | 2018          | 1973       | 10540 Fremont Pike              |
| Perrysburg, OH         | —            | 1,213                    | 7,108                   | —  | 1,213  | 7,108                   | 838                                     | 2018          | 1978       | 10542 Fremont Pike              |
| Philadelphia, PA       | —            | 2,930                    | 10,433                  | 3,536                                      | 2,930  | 13,969                  | 4,977                                   | 2011          | 1952       | 1526 Lombard Street             |
| Pickerington, OH       | —            | 2,072                    | 27,651                  | 584  | 2,072  | 28,235                  | 1,184                                   | 2021          | 2017       | 611 Windmill Drive              |
| Pikesville, MD         | —            | —                        | 2,487                   | —  | —  | 2,487                   | 276                                     | 2018          | 1998       | 8911 Reisterstown Road          |
| Pikesville, MD         | —            | 4,247                    | 8,379                   | —  | 4,247  | 8,379                   | 1,103                                   | 2018          | 1996       | 8909 Reisterstown Road          |
| Pinehurst, NC          | —            | 290                      | 2,690                   | 818  | 290  | 3,508                   | 1,679                                   | 2003          | 1998       | 17 Regional Dr.                 |
| Piqua, OH              | —            | 204                      | 1,885                   | —  | 204  | 1,885                   | 1,203                                   | 1997          | 1997       | 1744 W. High St.                |
| Piscataway, NJ         | —            | 3,100                    | 33,351                  | —  | 3,100  | 33,351                  | 5,201                                   | 2013          | 2017       | 10 Sterling Drive               |
| Pittsburgh, PA         | —            | 603                      | 11,354                  | —  | 603  | 11,354                  | 1,407                                   | 2018          | 1998       | 1125 Perry Highway              |
| Pittsburgh, PA         | —            | 1,005                    | 15,160                  | —  | 1,005  | 15,160                  | 1,808                                   | 2018          | 1997       | 505 Weyman Road                 |
| Pittsburgh, PA         | —            | 1,140                    | 3,164                   | —  | 1,140  | 3,164                   | 381                                     | 2018          | 1962       | 550 South Negley Avenue         |
| Pittsburgh, PA         | —            | 761                      | 4,213                   | —  | 761  | 4,213                   | 486                                     | 2018          | 1965       | 5609 Fifth Avenue               |
| Pittsburgh, PA         | —            | 1,480                    | 9,712                   | —  | 1,480  | 9,712                   | 1,308                                   | 2018          | 1986       | 1105 Perry Highway              |
| Pittsburgh, PA         | —            | 1,139                    | 5,844                   | —  | 1,139  | 5,844                   | 771                                     | 2018          | 1986       | 1848 Greentree Road             |
| Pittsburgh, PA         | —            | 1,750                    | 8,572                   | 6,320                                      | 1,750  | 14,892                  | 4,782                                   | 2005          | 1998       | 100 Knoedler Rd.                |
| Plainview, NY          | —            | 3,990                    | 11,969                  | 2,095                                      | 3,990  | 14,064                  | 4,692                                   | 2011          | 1963       | 150 Sunnyside Blvd              |
| Plano, TX              | —            | 1,840                    | 20,152                  | 560  | 1,840  | 20,712                  | 4,025                                   | 2016          | 2016       | 3325 W Plano Parkway            |
| Poole, UK              | —            | 3,111                    | 15,639                  | —  | 3,111  | 15,639                  | 1,641                                   | 2019          | 2019       | Kingsmill Road                  |
| Potomac, MD            | —            | 1,448                    | 14,622                  | —  | 1,448  | 14,622                  | 1,710                                   | 2018          | 1994       | 10718 Potomac Tennis Lane       |
| Potomac, MD            | —            | 4,119                    | 14,916                  | —  | 4,119  | 14,916                  | 1,803                                   | 2018          | 1988       | 10714 Potomac Tennis Lane       |
| Pottstown, PA          | —            | 984                      | 4,563                   | —  | 984  | 4,563                   | 592                                     | 2018          | 1907       | 724 North Charlotte Street      |
| Powell, OH             | —            | 1,910                    | 18,008                  | 420  | 1,910  | 18,428                  | 895                                     | 2021          | 2018       | 3872 Attucks Drive              |
| Powell, OH             | —            | 2,300                    | 26,198                  | 430  | 2,300  | 26,628                  | 1,123                                   | 2021          | 2017       | 10351 Sawmill Parkway           |
| Prior Lake, MN         | 12,785       | 1,870                    | 29,849                  | 300  | 1,870  | 30,149                  | 5,533                                   | 2015          | 2003       | 4685 Park Nicollet Avenue       |
| Prospect, KY           | —            | 2,533                    | 9,963                   | 176  | 2,533  | 10,139                  | 790                                     | 2021          | 2017       | 6901 Carlaw Ct.                 |
| Raleigh, NC            | —            | 7,598                    | 88,870                  | 900  | 7,598  | 89,770                  | 13,307                                  | 2008          | 2017       | 4030 Cardinal at North Hills St |

(Dollars in thousands)

| Description             | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                    |
|-------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|----------------------------|
|                         |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                            |
| <b>Triple-net:</b>      |              |                          |                         |  |  |                         |   |               |            |                            |
| Raleigh, NC             | —            | 3,530                    | 59,589                  | —  | 3,530  | 59,589                  | 16,116                                  | 2012          | 2002       | 5301 Creedmoor Road        |
| Raleigh, NC             | —            | 2,580                    | 16,837                  | —  | 2,580  | 16,837                  | 4,840                                   | 2012          | 1988       | 7900 Creedmoor Road        |
| Red Bank, NJ            | —            | 1,050                    | 21,275                  | 1,403                                      | 1,050  | 22,678                  | 6,726                                   | 2011          | 1997       | One Hartford Dr.           |
| Redondo Beach, CA       | —            | —                        | 9,557                   | 755  | —  | 10,312                  | 9,562                                   | 2011          | 1957       | 514 North Prospect Ave     |
| Reidsville, NC          | —            | 170                      | 3,830                   | 1,473                                      | 170  | 5,303                   | 2,485                                   | 2002          | 1998       | 2931 Vance St.             |
| Richardson, TX          | —            | 1,468                    | 12,975                  | —  | 1,468  | 12,975                  | 1,579                                   | 2018          | 1999       | 410 Buckingham Road        |
| Richmond, IN            | —            | 700                      | 14,222                  | 393  | 700  | 14,615                  | 3,029                                   | 2016          | 2015       | 400 Industries Road        |
| Richmond, VA            | —            | 3,261                    | 17,974                  | —  | 3,261  | 17,974                  | 2,079                                   | 2018          | 1990       | 1719 Bellevue Avenue       |
| Richmond, VA            | —            | 1,046                    | 8,233                   | —  | 1,046  | 8,233                   | 1,019                                   | 2018          | 1966       | 2125 Hilliard Road         |
| Roanoke, VA             | —            | 748                      | 4,483                   | 5  | 748  | 4,488                   | 1,560                                   | 2018          | 1997       | 4355 Pheasant Ridge Rd     |
| Rock Hill, SC           | —            | 1,825                    | 7,676                   | 190  | 1,825  | 7,866                   | 718                                     | 2021          | 1995       | 1611 Constitution Blvd     |
| Rockford, MI            | —            | 2,386                    | 13,546                  | —  | 2,386  | 13,546                  | 1,104                                   | 2020          | 2014       | 6070 Northland Dr          |
| Rockville Centre, NY    | —            | 4,290                    | 20,310                  | 1,429                                      | 4,290  | 21,739                  | 6,882                                   | 2011          | 2002       | 260 Maple Ave              |
| Romeoville, IL          | —            | 1,895                    | —                       | —  | 1,895  | —                       | —                                       | 2006          | 1900       | Grand Haven Circle         |
| Roseville, MN           | —            | 2,140                    | 24,679                  | 100  | 2,140  | 24,779                  | 4,589                                   | 2015          | 1989       | 2750 North Victoria Street |
| Rugeley, UK             | —            | 1,860                    | 10,046                  | —  | 1,860  | 10,046                  | 2,640                                   | 2013          | 2010       | Horse Fair                 |
| Ruston, LA              | —            | 710                      | 9,790                   | —  | 710  | 9,790                   | 3,299                                   | 2011          | 1988       | 1401 Ezelle St             |
| S Holland, IL           | —            | 1,423                    | 8,907                   | —  | 1,423  | 8,907                   | 1,109                                   | 2018          | 1997       | 2045 East 170th Street     |
| Salem, OR               | —            | 449                      | 5,171                   | 1  | 449  | 5,172                   | 3,192                                   | 1999          | 1998       | 1355 Boone Rd. S.E.        |
| Salisbury, NC           | —            | 370                      | 5,697                   | 390  | 370  | 6,087                   | 2,977                                   | 2003          | 1997       | 2201 Statesville Blvd.     |
| San Angelo, TX          | —            | 260                      | 8,800                   | 425  | 260  | 9,225                   | 4,247                                   | 2004          | 1997       | 2695 Valleyview Blvd.      |
| San Angelo, TX          | —            | 1,050                    | 24,689                  | 1,361                                      | 1,050  | 26,050                  | 5,759                                   | 2014          | 1999       | 6101 Grand Court Road      |
| San Antonio, TX         | —            | 1,499                    | 12,658                  | —  | 1,499  | 12,658                  | 1,524                                   | 2018          | 2000       | 15290 Huebner Road         |
| San Diego, CA           | —            | —                        | 22,003                  | 1,845                                      | —  | 23,848                  | 8,453                                   | 2008          | 1992       | 555 Washington St.         |
| San Juan Capistrano, CA | —            | 1,390                    | 6,942                   | 1,524                                      | 1,390  | 8,466                   | 4,634                                   | 2000          | 2001       | 30311 Camino Capistrano    |
| Sandusky, MI            | —            | 967                      | 6,738                   | —  | 967  | 6,738                   | 583                                     | 2020          | 2008       | 70 W. Argyle Ave           |
| Sarasota, FL            | —            | 475                      | 3,175                   | —  | 475  | 3,175                   | 2,212                                   | 1996          | 1995       | 8450 McIntosh Rd.          |
| Sarasota, FL            | —            | 443                      | 8,892                   | —  | 443  | 8,892                   | 1,182                                   | 2018          | 1998       | 5509 Swift Road            |
| Sarasota, FL            | —            | 4,101                    | 11,204                  | —  | 4,101  | 11,204                  | 2,168                                   | 2018          | 1993       | 5401 Sawyer Road           |
| Sarasota, FL            | —            | 1,370                    | 4,082                   | —  | 1,370  | 4,082                   | 506                                     | 2018          | 1968       | 3250 12th Street           |
| Sarasota, FL            | —            | 2,792                    | 11,173                  | —  | 2,792  | 11,173                  | 1,343                                   | 2018          | 1993       | 5511 Swift Road            |
| Scranton, PA            | —            | 440                      | 17,609                  | 570  | 440  | 18,179                  | 4,021                                   | 2014          | 2005       | 2741 Blvd. Ave             |
| Scranton, PA            | —            | 320                      | 12,144                  | 72   | 320  | 12,216                  | 2,765                                   | 2014          | 2013       | 2751 Boulevard Ave         |
| Seminole, FL            | —            | 1,165                    | 8,975                   | —  | 1,165  | 8,975                   | 1,154                                   | 2018          | 1998       | 9300 Antilles Drive        |
| Seven Fields, PA        | —            | 484                      | 4,663                   | 59   | 484  | 4,722                   | 2,916                                   | 1999          | 1999       | 500 Seven Fields Blvd.     |
| Sewell, NJ              | —            | 3,127                    | 14,090                  | —  | 3,127  | 14,090                  | 1,929                                   | 2018          | 2010       | 378 Fries Mill Road        |
| Shawnee, OK             | —            | 80                       | 1,400                   | —  | 80   | 1,400                   | 969                                     | 1996          | 1995       | 3947 Kickapoo              |
| Silver Spring, MD       | —            | 1,469                    | 10,392                  | —  | 1,469  | 10,392                  | 1,251                                   | 2018          | 1995       | 2505 Musgrove Road         |
| Silver Spring, MD       | —            | 4,678                    | 11,679                  | —  | 4,678  | 11,679                  | 1,499                                   | 2018          | 1990       | 2501 Musgrove Road         |
| Silvis, IL              | —            | 880                      | 16,420                  | 139  | 880  | 16,559                  | 5,454                                   | 2010          | 2005       | 1900 10th St.              |
| Sinking Spring, PA      | —            | 1,393                    | 19,842                  | —  | 1,393  | 19,842                  | 2,362                                   | 2018          | 1982       | 3000 Windmill Road         |
| Sittingbourne, UK       | —            | 1,328                    | 6,401                   | —  | 1,328  | 6,401                   | 1,341                                   | 2014          | 1997       | 200 London Road            |
| Smithfield, NC          | —            | 290                      | 5,680                   | 844  | 290  | 6,524                   | 2,901                                   | 2003          | 1998       | 830 Berkshire Rd.          |
| Smithfield, NC          | —            | 360                      | 8,216                   | 209  | 360  | 8,425                   | 1,861                                   | 2014          | 1999       | 250 Highway 210 West       |
| South Bend, IN          | —            | 670                      | 17,770                  | —  | 670  | 17,770                  | 4,225                                   | 2014          | 2014       | 52565 State Road 933       |

(Dollars in thousands)

| Description             | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                       |
|-------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------|
|                         |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                               |
| <b>Triple-net:</b>      |              |                          |                         |  |  |                         |   |               |            |                               |
| South Point, OH         | —            | 1,135                    | 9,387                   | —  | 1,135  | 9,387                   | 1,119                                   | 2018          | 1984       | 7743 County Road 1            |
| Southampton, UK         | —            | 1,439                    | 15,189                  | —  | 1,439  | 15,189                  | 2,151                                   | 2017          | 2013       | Botley Road, Park Gate        |
| Southbury, CT           | —            | 1,860                    | 23,613                  | 3,421                                      | 1,860  | 27,034                  | 7,504                                   | 2011          | 2001       | 655 Main St                   |
| Spokane, WA             | —            | 2,649                    | 11,699                  | —  | 2,649  | 11,699                  | 1,410                                   | 2018          | 1985       | 6025 North Assembly Street    |
| Springfield, IL         | —            | 990                      | 13,378                  | 1,085                                      | 990  | 14,463                  | 3,361                                   | 2014          | 2013       | 3089 Old Jacksonville Road    |
| St. Paul, MN            | —            | 2,100                    | 33,019                  | 100  | 2,100  | 33,119                  | 6,080                                   | 2015          | 1996       | 750 Mississippi River         |
| Stafford, UK            | —            | 1,902                    | 7,801                   | —  | 1,902  | 7,801                   | 1,312                                   | 2014          | 2016       | Stone Road                    |
| Stamford, UK            | —            | 1,781                    | 3,170                   | —  | 1,781  | 3,170                   | 708                                     | 2014          | 1998       | Priory Road                   |
| Statesville, NC         | —            | 150                      | 1,447                   | 377  | 150  | 1,824                   | 905                                     | 2003          | 1990       | 2441 E. Broad St.             |
| Statesville, NC         | —            | 310                      | 6,183                   | 693  | 310  | 6,876                   | 3,109                                   | 2003          | 1996       | 2806 Peachtree Place          |
| Statesville, NC         | —            | 140                      | 3,627                   | 56   | 140  | 3,683                   | 1,849                                   | 2003          | 1999       | 2814 Peachtree Rd.            |
| Staunton, VA            | —            | 899                      | 6,391                   | 6  | 899  | 6,397                   | 1,877                                   | 2018          | 1999       | 1410 N Augusta St             |
| Sterling Heights, MI    | —            | 790                      | 10,784                  | —  | 790  | 10,784                  | 1,308                                   | 2018          | 1996       | 11095 East Fourteen Mile Road |
| Sterling Heights, MI    | —            | 1,583                    | 15,634                  | —  | 1,583  | 15,634                  | 1,925                                   | 2018          | 2013       | 38200 Schoenherr Road         |
| Stillwater, OK          | —            | 80                       | 1,400                   | —  | 80   | 1,400                   | 970                                     | 1995          | 1995       | 1616 McElroy Rd.              |
| Stratford-upon-Avon, UK | —            | 773                      | 14,203                  | —  | 773  | 14,203                  | 2,823                                   | 2015          | 2012       | Scholars Lane                 |
| Stroudsburg, PA         | —            | 340                      | 16,313                  | 130  | 340  | 16,443                  | 4,176                                   | 2014          | 2011       | 370 Whitestone Corner Road    |
| Sunbury, PA             | —            | 695                      | 7,244                   | —  | 695  | 7,244                   | 844                                     | 2018          | 1981       | 800 Court Street Circle       |
| Sunnyvale, CA           | —            | 4,946                    | 22,123                  | —  | 4,946  | 22,123                  | 2,565                                   | 2018          | 1990       | 1150 Tilton Drive             |
| Superior, WI            | —            | 1,020                    | 13,735                  | 6,159                                      | 1,020  | 19,894                  | 5,104                                   | 2009          | 2010       | 1915 North 34th Street        |
| Tacoma, WA              | —            | 2,522                    | 8,573                   | —  | 2,522  | 8,573                   | 1,016                                   | 2018          | 1984       | 5601 South Orchard Street     |
| Tallahassee, FL         | —            | 1,264                    | 9,652                   | 55   | 1,264  | 9,707                   | 740                                     | 2021          | 1999       | 100 John Knox Rd              |
| Tampa, FL               | —            | 1,315                    | 6,911                   | —  | 1,315  | 6,911                   | 967                                     | 2018          | 1999       | 14950 Casey Road              |
| Telford, UK             | —            | 937                      | 10,114                  | —  | 937  | 10,114                  | 380                                     | 2021          | 2021       | Shifnal Road                  |
| Terre Haute, IN         | —            | 1,370                    | 18,016                  | —  | 1,370  | 18,016                  | 4,046                                   | 2015          | 2015       | 395 8th Avenue                |
| Texarkana, TX           | —            | 192                      | 1,403                   | —  | 192  | 1,403                   | 945                                     | 1996          | 1996       | 4204 Moores Lane              |
| The Villages, FL        | —            | 1,035                    | 7,446                   | —  | 1,035  | 7,446                   | 2,001                                   | 2013          | 2014       | 2450 Parr Drive               |
| Thomasville, GA         | —            | 530                      | 12,520                  | 1,347                                      | 530  | 13,867                  | 3,502                                   | 2011          | 2006       | 423 Covington Avenue          |
| Thousand Oaks, CA       | —            | 3,425                    | 19,573                  | 6  | 3,425  | 19,579                  | 1,347                                   | 2019          | 2021       | 980 Warwick Avenue            |
| Three Rivers, MI        | —            | 1,255                    | 2,760                   | —  | 1,255  | 2,760                   | 439                                     | 2018          | 1976       | 517 South Erie Street         |
| Tomball, TX             | —            | 1,050                    | 13,300                  | 840  | 1,050  | 14,140                  | 4,272                                   | 2011          | 2001       | 1221 Graham Dr                |
| Toms River, NJ          | —            | 3,466                    | 23,311                  | 69   | 3,466  | 23,380                  | 3,279                                   | 2019          | 2006       | 1657 Silverton Rd             |
| Tonganoxie, KS          | —            | 310                      | 3,690                   | 81   | 310  | 3,771                   | 835                                     | 2015          | 2009       | 120 W 8th St                  |
| Towson, MD              | —            | 1,715                    | 13,111                  | —  | 1,715  | 13,111                  | 1,577                                   | 2018          | 2000       | 8101 Bellona Avenue           |
| Towson, MD              | —            | 3,100                    | 6,465                   | —  | 3,100  | 6,465                   | 743                                     | 2018          | 1960       | 509 East Joppa Road           |
| Towson, MD              | —            | 4,527                    | 3,126                   | —  | 4,527  | 3,126                   | 454                                     | 2018          | 1970       | 7001 North Charles Street     |
| Troy, MI                | —            | 1,381                    | 24,445                  | —  | 1,381  | 24,445                  | 2,812                                   | 2018          | 2006       | 925 West South Boulevard      |
| Troy, OH                | —            | 200                      | 2,000                   | 4,254                                      | 200  | 6,254                   | 2,834                                   | 1997          | 1997       | 81 S. Stanfield Rd.           |
| Trumbull, CT            | —            | 4,440                    | 43,384                  | 6,799                                      | 4,440  | 50,183                  | 13,509                                  | 2011          | 2001       | 6949 Main Street              |
| Tulsa, OK               | —            | 1,390                    | 7,110                   | 1,102                                      | 1,390  | 8,212                   | 3,065                                   | 2010          | 1998       | 7220 S. Yale Ave.             |
| Tulsa, OK               | —            | 1,100                    | 27,007                  | 2,233                                      | 1,100  | 29,240                  | 4,881                                   | 2015          | 2017       | 18001 East 51st Street        |
| Tulsa, OK               | —            | 890                      | 9,410                   | —  | 890  | 9,410                   | 1,365                                   | 2017          | 2009       | 7210 South Yale Avenue        |
| Tustin, CA              | —            | 840                      | 15,299                  | 573  | 840  | 15,872                  | 5,373                                   | 2011          | 1965       | 240 East 3rd St               |
| Twinsburg, OH           | —            | 1,446                    | 5,919                   | —  | 1,446  | 5,919                   | 788                                     | 2018          | 2014       | 8551 Darrow Road              |
| Union, KY               | —            | —                        | —                       | 33,927                                     | 2,242  | 31,685                  | 2,489                                   | 2018          | 2020       | 9255 US-42                    |

(Dollars in thousands)

| Description           | Encumbrances | Initial Cost to Company  |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                     |
|-----------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-----------------------------|
|                       |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                             |
| <b>Triple-net:</b>    |              |                          |                         |  |  |                         |   |               |            |                             |
| Union, SC             | —            | 1,932                    | 2,372                   | —  | 1,932  | 2,372                   | 440                                     | 2018          | 1981       | 709 Rice Avenue             |
| Valparaiso, IN        | —            | 112                      | 2,558                   | —  | 112  | 2,558                   | 1,446                                   | 2001          | 1998       | 2601 Valparaiso St.         |
| Valparaiso, IN        | —            | 108                      | 2,962                   | —  | 108  | 2,962                   | 1,660                                   | 2001          | 1999       | 2501 Valparaiso St.         |
| Vancouver, WA         | —            | 2,503                    | 28,393                  | —  | 2,503  | 28,393                  | 3,238                                   | 2018          | 2011       | 2811 N.E. 139th Street      |
| Venice, FL            | —            | 2,246                    | 10,094                  | —  | 2,246  | 10,094                  | 1,293                                   | 2018          | 1997       | 1450 East Venice Avenue     |
| Vero Beach, FL        | —            | 263                      | 3,187                   | —  | 263  | 3,187                   | 1,778                                   | 2001          | 1999       | 420 4th Ct.                 |
| Vero Beach, FL        | —            | 297                      | 3,263                   | —  | 297  | 3,263                   | 1,828                                   | 2001          | 1996       | 410 4th Ct.                 |
| Vero Beach, FL        | —            | 1,256                    | 11,204                  | 187  | 1,256  | 11,391                  | 843                                     | 2021          | 2007       | 4150 Indian River Blvd      |
| Vero Beach, FL        | —            | 3,580                    | 31,735                  | 1,331                                      | 3,580  | 33,066                  | 2,100                                   | 2021          | 2005       | 910 Regency Square          |
| Virginia Beach, VA    | —            | 1,540                    | 22,593                  | 399  | 1,540  | 22,992                  | 5,159                                   | 2014          | 1993       | 5520 Indian River Rd        |
| Virginia Beach, VA    | —            | 2,004                    | 19,634                  | —  | 2,004  | 19,634                  | 891                                     | 2021          | 2008       | 1853 Old Donation Parkway   |
| Voorhees, NJ          | —            | 3,100                    | 25,950                  | 26   | 3,100  | 25,976                  | 7,527                                   | 2011          | 2013       | 113 South Route 73          |
| Voorhees, NJ          | —            | 2,193                    | 6,990                   | —  | 2,193  | 6,990                   | 932                                     | 2018          | 2006       | 1086 Dumont Circle          |
| W Palm Beach, FL      | —            | 1,175                    | 8,294                   | —  | 1,175  | 8,294                   | 1,084                                   | 2018          | 1996       | 2330 Village Boulevard      |
| W Palm Beach, FL      | —            | 1,921                    | 5,731                   | —  | 1,921  | 5,731                   | 723                                     | 2018          | 1996       | 2300 Village Boulevard      |
| Wabash, IN            | —            | 670                      | 14,588                  | 1  | 670  | 14,589                  | 3,599                                   | 2014          | 2013       | 20 John Kissinger Drive     |
| Waconia, MN           | —            | 890                      | 14,726                  | 4,495                                      | 890  | 19,221                  | 5,606                                   | 2011          | 2005       | 500 Cherry Street           |
| Wake Forest, NC       | —            | 200                      | 3,003                   | 2,625                                      | 200  | 5,628                   | 2,754                                   | 1998          | 1999       | 611 S. Brooks St.           |
| Wallingford, PA       | —            | 1,356                    | 6,487                   | —  | 1,356  | 6,487                   | 881                                     | 2018          | 1930       | 115 South Providence Road   |
| Walnut Creek, CA      | —            | 4,358                    | 18,407                  | —  | 4,358  | 18,407                  | 2,190                                   | 2018          | 1997       | 1975 Tice Valley Boulevard  |
| Walnut Creek, CA      | —            | 5,394                    | 39,084                  | —  | 5,394  | 39,084                  | 4,420                                   | 2018          | 1990       | 1226 Rossmoor Parkway       |
| Walsall, UK           | —            | —                        | —                       | 9,540                                      | 1,159  | 8,381                   | 1,765                                   | 2015          | 2015       | Little Aston Road           |
| Wamego, KS            | —            | 40                       | 2,510                   | 61   | 40   | 2,571                   | 524                                     | 2015          | 1996       | 1607 4th St                 |
| Warren, NJ            | —            | 2,000                    | 30,810                  | 1,521                                      | 2,000  | 32,331                  | 9,589                                   | 2011          | 1999       | 274 King George Rd          |
| Waterloo, IA          | —            | 605                      | 3,030                   | —  | 605  | 3,030                   | 398                                     | 2018          | 1964       | 201 West Ridgeway Avenue    |
| Wayne, NJ             | —            | 1,427                    | 15,674                  | —  | 1,427  | 15,674                  | 2,370                                   | 2018          | 1998       | 800 Hamburg Turnpike        |
| Wellingborough, UK    | —            | 1,449                    | 5,603                   | —  | 1,449  | 5,603                   | 1,304                                   | 2015          | 2015       | 159 Northampton             |
| West Bend, WI         | —            | 620                      | 17,790                  | 38   | 620  | 17,828                  | 5,204                                   | 2010          | 2011       | 2130 Continental Dr         |
| West Des Moines, IA   | —            | 828                      | 5,103                   | —  | 828  | 5,103                   | 678                                     | 2018          | 2006       | 5010 Grand Ridge Drive      |
| West Milford, NJ      | —            | 1,960                    | 24,614                  | 273  | 1,960  | 24,887                  | 3,164                                   | 2019          | 2000       | 197 Cahill Cross Road       |
| West Orange, NJ       | —            | 1,347                    | 19,389                  | —  | 1,347  | 19,389                  | 2,746                                   | 2018          | 1998       | 510 Prospect Avenue         |
| West Reading, PA      | —            | 890                      | 12,118                  | —  | 890  | 12,118                  | 1,364                                   | 2018          | 1975       | 425 Buttonwood Street       |
| Westerville, OH       | —            | 740                      | 8,287                   | 4,871                                      | 740  | 13,158                  | 11,246                                  | 1998          | 2001       | 690 Cooper Rd.              |
| Westerville, OH       | —            | —                        | —                       | 26,086                                     | 2,566  | 23,520                  | 1,766                                   | 2017          | 2020       | 702 Polaris Parkway         |
| Westerville, OH       | —            | 1,420                    | 5,371                   | —  | 1,420  | 5,371                   | 673                                     | 2018          | 1982       | 1060 Eastwind Drive         |
| Westerville, OH       | —            | 1,582                    | 10,279                  | —  | 1,582  | 10,279                  | 1,310                                   | 2018          | 1980       | 215 Huber Village Boulevard |
| Westfield, IN         | —            | 890                      | 15,964                  | 1  | 890  | 15,965                  | 3,909                                   | 2014          | 2013       | 937 E. 186th Street         |
| Westlake, OH          | —            | 855                      | 11,963                  | —  | 855  | 11,963                  | 1,467                                   | 2018          | 1997       | 28400 Center Ridge Road     |
| Weston Super Mare, UK | —            | 2,464                    | 6,906                   | —  | 2,464  | 6,906                   | 1,723                                   | 2013          | 2011       | 141b Milton Road            |
| Wheaton, MD           | —            | 3,864                    | 3,788                   | —  | 3,864  | 3,788                   | 493                                     | 2018          | 1961       | 11901 Georgia Avenue        |
| Whippany, NJ          | —            | 1,571                    | 14,977                  | —  | 1,571  | 14,977                  | 1,847                                   | 2018          | 2000       | 18 Eden Lane                |
| Whitehall, MI         | —            | 1,645                    | 6,789                   | —  | 1,645  | 6,789                   | 697                                     | 2020          | 2012       | 6827 Whitehall Rd           |
| Wichita, KS           | —            | 860                      | 8,873                   | —  | 860  | 8,873                   | 2,856                                   | 2011          | 2012       | 10604 E 13th Street North   |
| Wichita, KS           | —            | 260                      | 2,240                   | 137  | 260  | 2,377                   | 491                                     | 2015          | 1992       | 900 N Bayshore Dr           |
| Williamsburg, VA      | —            | 1,187                    | 5,728                   | 6  | 1,187  | 5,734                   | 1,765                                   | 2018          | 2000       | 1811 Jamestown Rd           |

(Dollars in thousands)

| Description             | Encumbrances     | Initial Cost to Company  |                         |                   | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built                      | Address |
|-------------------------|------------------|--------------------------|-------------------------|-------------------|--|--|-------------------------|---|---------------|---------------------------------|---------|
|                         |                  | Land & Land Improvements | Building & Improvements |                   |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |                                 |         |
| <b>Triple-net:</b>      |                  |                          |                         |                   |  |  |                         |   |               |                                 |         |
| Willoughby, OH          | —                | 1,774                    | 8,653                   | —                 | 1,774                                      | 8,653  | 1,079                   | 2018                                    | 1974          | 37603 Euclid Avenue             |         |
| Wilmington, DE          | —                | 1,376                    | 13,450                  | —                 | 1,376                                      | 13,450   | 1,625                   | 2018                                    | 1998          | 700 1/2 Foulk Road              |         |
| Wilmington, NC          | —                | 210                      | 2,991                   | —                 | 210  | 2,991  | 1,842                   | 1999                                    | 1999          | 3501 Converse Dr.               |         |
| Wilmington, NC          | —                | 400                      | 15,355                  | 579               | 400  | 15,934   | 3,668                   | 2014                                    | 2012          | 3828 Independence Blvd          |         |
| Wilmington, DE          | —                | 2,843                    | 36,948                  | —                 | 2,843                                      | 36,948   | 4,292                   | 2018                                    | 1988          | 5651 Limestone Road             |         |
| Wilmington, DE          | —                | 2,266                    | 9,500                   | —                 | 2,266                                      | 9,500  | 1,179                   | 2018                                    | 1984          | 700 Foulk Road                  |         |
| Windsor, VA             | —                | 1,148                    | 6,514                   | 7                 | 1,148                                      | 6,521  | 1,988                   | 2018                                    | 1999          | 23352 Courthouse Hwy            |         |
| Winston-Salem, NC       | —                | 360                      | 2,514                   | 595               | 360  | 3,109  | 1,543                   | 2003                                    | 1996          | 2980 Reynolda Rd.               |         |
| Winter Garden, FL       | —                | 1,110                    | 7,937                   | —                 | 1,110                                      | 7,937  | 2,329                   | 2012                                    | 2013          | 720 Roper Road                  |         |
| Winter Springs, FL      | —                | 1,152                    | 14,822                  | —                 | 1,152                                      | 14,822   | 1,771                   | 2018                                    | 1999          | 1057 Willa Springs Drive        |         |
| Witherwack, UK          | —                | 924                      | 6,769                   | —                 | 924  | 6,769  | 1,690                   | 2013                                    | 2009          | Whitchurch Road                 |         |
| Wolverhampton, UK       | —                | 1,540                    | 6,537                   | —                 | 1,540                                      | 6,537  | 1,646                   | 2013                                    | 2011          | 378 Prestonwood Road            |         |
| Woodbury, MN            | —                | 1,317                    | 20,935                  | 298               | 1,317                                      | 21,233   | 3,499                   | 2017                                    | 2015          | 2195 Century Avenue South       |         |
| Woodstock, VA           | —                | 594                      | 5,108                   | 5                 | 594  | 5,113  | 1,363                   | 2018                                    | 2001          | 803 S Main St                   |         |
| Worcester, MA           | —                | 3,500                    | 54,099                  | —                 | 3,500                                      | 54,099   | 18,693                  | 2007                                    | 2009          | 101 Barry Road                  |         |
| Yardley, PA             | —                | 773                      | 14,914                  | —                 | 773  | 14,914   | 1,885                   | 2018                                    | 1995          | 493 Stony Hill Road             |         |
| Yardley, PA             | —                | 1,561                    | 9,439                   | —                 | 1,561                                      | 9,439  | 1,420                   | 2018                                    | 1990          | 1480 Oxford Valley Road         |         |
| York, PA                | —                | 976                      | 9,354                   | —                 | 976  | 9,354  | 1,149                   | 2018                                    | 1972          | 200 Pauline Drive               |         |
| York, PA                | —                | 1,050                    | 4,210                   | —                 | 1,050                                      | 4,210  | 612                     | 2018                                    | 1983          | 2400 Kingston Court             |         |
| York, PA                | —                | 1,121                    | 7,584                   | —                 | 1,121                                      | 7,584  | 996                     | 2018                                    | 1979          | 1770 Barley Road                |         |
| York, UK                | —                | 2,898                    | 8,092                   | —                 | 2,898                                      | 8,092  | 1,773                   | 2014                                    | 2006          | Rosetta Way, Boroughbridge Road |         |
| Youngsville, NC         | —                | 380                      | 10,689                  | 135               | 380  | 10,824   | 2,486                   | 2014                                    | 2013          | 100 Sunset Drive                |         |
| Zephyrhills, FL         | —                | 2,131                    | 6,669                   | —                 | 2,131                                      | 6,669  | 920                     | 2018                                    | 1987          | 38220 Henry Drive               |         |
| Zionsville, IN          | —                | 1,610                    | 22,400                  | 2,055             | 1,610                                      | 24,455   | 7,661                   | 2010                                    | 2009          | 11755 N Michigan Rd             |         |
| Zionsville, IN          | —                | 2,162                    | 33,238                  | 310               | 2,165                                      | 33,545   | 1,797                   | 2021                                    | 2018          | 6800 Central Blvd               |         |
| <b>Triple-net Total</b> | <b>\$ 39,179</b> | <b>\$ 873,139</b>        | <b>\$ 6,845,480</b>     | <b>\$ 586,644</b> | <b>\$ 910,570</b>                          | <b>\$ 7,394,693</b>                              | <b>\$ 1,549,022</b>     |   |               |                                 |         |

**Welltower Inc.**  
**Schedule III**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**

(Dollars in thousands)

| Description                | Initial Cost to Company |                          |                         |  | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                             |
|----------------------------|-------------------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------------|
|                            | Encumbrances            | Land & Land Improvements | Building & Improvements | Cost Capitalized Subsequent to Acquisition | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                     |
| <b>Outpatient Medical:</b> |                         |                          |                         |  |  |                         |   |               |            |                                     |
| Addison, IL                | \$ —                    | \$ 102                   | \$ 19,089               | \$ 26                                      | \$ 102   | \$ 19,115               | \$ 2,346                                | 2018          | 2012       | 303 West Lake Street                |
| Agawam, MA                 | —                       | 1,072                    | 4,544                   | 624  | 1,072  | 5,168                   | 889                                     | 2019          | 2005       | 230-232 Main Street                 |
| Allen, TX                  | —                       | 726                      | 14,196                  | 1,954                                      | 726  | 16,150                  | 6,994                                   | 2012          | 2006       | 1105 N Central Expressway           |
| Alpharetta, GA             | —                       | 476                      | 13,681                  | —  | 476  | 13,681                  | 5,014                                   | 2011          | 2003       | 11975 Morris Road                   |
| Alpharetta, GA             | —                       | 548                      | 17,103                  | 1,214                                      | 548  | 18,317                  | 8,234                                   | 2011          | 2007       | 3300 Old Milton Parkway             |
| Alpharetta, GA             | —                       | —                        | —                       | 20,342                                     | 773  | 19,569                  | 9,373                                   | 2011          | 1993       | 3400-A Old Milton Parkway           |
| Alpharetta, GA             | —                       | —                        | —                       | 38,234                                     | 1,769  | 36,465                  | 18,308                                  | 2011          | 1999       | 3400-C Old Milton Parkway           |
| Alpharetta, GA             | —                       | 1,862                    | —                       | —  | 1,862  | —                       | —                                       | 2011          | 1900       | 940 North Point Parkway             |
| Ann Arbor, MI              | —                       | 4,234                    | 30,085                  | 104  | 4,234  | 30,189                  | 1,702                                   | 2021          | 2016       | 4350 Jackson Road                   |
| Ann Arbor, MI              | —                       | 4,044                    | 15,915                  | 50   | 4,044  | 15,965                  | 1,310                                   | 2021          | 2014       | 4200 Whitehall Dr.                  |
| Anna, TX                   | —                       | 3,050                    | —                       | —  | 3,050  | —                       | —                                       | 2022          | 1900       | 1029 W White                        |
| Appleton, WI               | 6,551                   | 1,881                    | 7,540                   | 1,333                                      | 1,881  | 8,873                   | 1,197                                   | 2019          | 2004       | 5320 W Michael Drive                |
| Appleton, WI               | —                       | 3,782                    | 18,003                  | 2,452                                      | 3,782  | 20,455                  | 2,668                                   | 2019          | 2005       | 2323 N Casaloma Drive               |
| Arcadia, CA                | —                       | —                        | —                       | 34,889                                     | 5,637  | 29,252                  | 14,903                                  | 2006          | 1984       | 301 W. Huntington Drive             |
| Arlington, TX              | —                       | —                        | —                       | 19,294                                     | 82   | 19,212                  | 6,625                                   | 2012          | 2012       | 902 W. Randol Mill Road             |
| Arlington Heights, IL      | —                       | 1,233                    | 2,826                   | 623  | 1,233  | 3,449                   | 777                                     | 2020          | 1997       | 1632 W. Central Road                |
| Atlanta, GA                | —                       | 4,931                    | 18,720                  | 8,659                                      | 5,387  | 26,923                  | 15,351                                  | 2006          | 1991       | 755 Mt. Vernon Hwy.                 |
| Atlanta, GA                | —                       | —                        | —                       | 45,781                                     | —  | 45,781                  | 17,829                                  | 2012          | 2006       | 5670 Peachtree-Dunwoody Road        |
| Atlanta, GA                | —                       | —                        | —                       | 28,627                                     | 2,172  | 26,455                  | 11,781                                  | 2012          | 1984       | 975 Johnson Ferry Road              |
| Austin, TX                 | —                       | 1,066                    | 10,112                  | —  | 1,066  | 10,112                  | 2,210                                   | 2017          | 2017       | 5301-B Davis Lane                   |
| Austin, TX                 | —                       | 1,688                    | 5,865                   | 919  | 1,688  | 6,784                   | 1,281                                   | 2019          | 2015       | 5301-A Davis Lane                   |
| Baltimore, MD              | —                       | 4,490                    | 28,667                  | 2,608                                      | 4,490  | 31,275                  | 3,515                                   | 2019          | 2014       | 1420 Key Highway                    |
| Bellevue, NE               | —                       | —                        | —                       | 16,781                                     | —  | 16,781                  | 7,285                                   | 2010          | 2010       | 2510 Bellevue Medical Center Drive  |
| Bend, OR                   | —                       | 16,516                   | 28,429                  | 2,118                                      | 16,516   | 30,547                  | 5,117                                   | 2019          | 2001       | 1501 Northeast Medical Center Drive |
| Berkeley Heights, NJ       | —                       | 49,555                   | 79,091                  | 13,715                                     | 49,555   | 92,806                  | 11,145                                  | 2019          | 1978       | 1 Diamond Hill Road                 |
| Beverly Hills, CA          | —                       | 20,766                   | 40,730                  | 4,245                                      | 20,766   | 44,975                  | 11,989                                  | 2015          | 1946       | 9675 Brighton Way                   |
| Beverly Hills, CA          | —                       | 18,863                   | 1,192                   | 492  | 18,885   | 1,662                   | 992                                     | 2015          | 1955       | 415 North Bedford                   |
| Beverly Hills, CA          | —                       | 19,863                   | 31,690                  | 2,525                                      | 19,863   | 34,215                  | 8,726                                   | 2015          | 1946       | 416 North Bedford                   |
| Beverly Hills, CA          | 33,729                  | 32,603                   | 28,639                  | 3,267                                      | 32,603   | 31,906                  | 8,999                                   | 2015          | 1950       | 435 North Bedford                   |
| Beverly Hills, CA          | 78,271                  | 52,772                   | 87,366                  | 4,503                                      | 52,772   | 91,869                  | 21,356                                  | 2015          | 1989       | 436 North Bedford                   |
| Birmingham, AL             | —                       | 90                       | 34,349                  | 4,430                                      | 90   | 38,779                  | 976                                     | 2022          | 1994       | 513 Brookwood Boulevard             |
| Birmingham, AL             | —                       | 40                       | 34,096                  | 4,392                                      | 40   | 38,488                  | 964                                     | 2022          | 1985       | 2006 Brookwood Medical Center Drive |
| Birmingham, AL             | —                       | 60                       | 42,792                  | 5,507                                      | 60   | 48,299                  | 1,218                                   | 2022          | 1979       | 2022 Brookwood Medical Center Drive |
| Birmingham, AL             | —                       | 50                       | 20,514                  | 2,649                                      | 50   | 23,163                  | 584                                     | 2022          | 1975       | 2018 Brookwood Medical Center Drive |
| Boca Raton, FL             | —                       | 109                      | 34,002                  | 5,449                                      | 214  | 39,346                  | 18,618                                  | 2006          | 1995       | 9970 S. Central Park Blvd.          |
| Boca Raton, FL             | —                       | 31                       | 12,312                  | 1,025                                      | 251  | 13,117                  | 5,357                                   | 2012          | 1993       | 9960 S. Central Park Boulevard      |
| Bridgeton, MO              | —                       | —                        | —                       | 22,858                                     | 450  | 22,408                  | 10,046                                  | 2010          | 2006       | 12266 DePaul Dr                     |

(Dollars in thousands)

| Description                | Encumbrances | Initial Cost to Company |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                          |
|----------------------------|--------------|-------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|----------------------------------|
|                            |              | Land                    | Building & Improvements |  | Land   | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                  |
| <b>Outpatient Medical:</b> |              |                         |                         |  |  |                         |   |               |            |                                  |
| Bridgeton, MO              | —            | —                       | —                       | 8,373                                      | 1,501  | 6,872                   | 2,081                                   | 2017          | 2008       | 3440 De Paul Ln.                 |
| Brooklyn, NY               | —            | —                       | —                       | 104,190                                    | —  | 104,190                 | 5,147                                   | 2015          | 2021       | NE Corner of 9th & 49th Street   |
| Burleson, TX               | —            | —                       | —                       | 14,007                                     | 10   | 13,997                  | 6,006                                   | 2011          | 2007       | 12001 South Freeway              |
| Burnsville, MN             | —            | —                       | —                       | 34,047                                     | —  | 34,047                  | 12,239                                  | 2013          | 2014       | 14101 Fairview Dr                |
| Canton, MI                 | —            | 1,168                   | 14,561                  | 40   | 1,168  | 14,601                  | 826                                     | 2021          | 2004       | 49650 Cherry Hill Road           |
| Cape Coral, FL             | —            | 2,273                   | 12,169                  | 670  | 2,273  | 12,839                  | 1,238                                   | 2021          | 1995       | 2721 Del Prado Blvd              |
| Carmichael, CA             | —            | 1,957                   | 9,521                   | 1,113                                      | 1,957  | 10,634                  | 578                                     | 2022          | 1970       | 6620 Coyle Avenue                |
| Cary, NC                   | —            | 2,816                   | 10,645                  | 1,468                                      | 2,816  | 12,113                  | 2,957                                   | 2019          | 2007       | 540 Waverly Place                |
| Cedar Park, TX             | —            | —                       | —                       | 30,069                                     | 132  | 29,937                  | 8,559                                   | 2017          | 2014       | 1401 Medical Parkway, Building 2 |
| Chapel Hill, NC            | —            | 488                     | 2,242                   | 149  | 488  | 2,391                   | 372                                     | 2019          | 2010       | 100 Perkins Drive                |
| Chapel Hill, NC            | 4,817        | 1,970                   | 8,874                   | 139  | 1,970  | 9,013                   | 1,650                                   | 2018          | 2007       | 6011 Farrington Road             |
| Chapel Hill, NC            | 4,817        | 1,970                   | 8,925                   | 48   | 1,970  | 8,973                   | 1,854                                   | 2018          | 2007       | 6013 Farrington Road             |
| Chapel Hill, NC            | 13,692       | 5,681                   | 25,035                  | 17   | 5,681  | 25,052                  | 4,792                                   | 2018          | 2006       | 2226 North Carolina Highway 54   |
| Charlotte, NC              | —            | 10                      | 23,265                  | 2,245                                      | 10   | 25,510                  | 5,252                                   | 2019          | 1971       | 1900 Randolph Road               |
| Charlotte, NC              | —            | 30                      | 59,039                  | 7,469                                      | 30   | 66,508                  | 12,783                                  | 2019          | 1994       | 1918 Randolph Road               |
| Charlotte, NC              | —            | 40                      | 40,533                  | 5,062                                      | 40   | 45,595                  | 8,248                                   | 2019          | 1989       | 1718 East Fourth Street          |
| Charlotte, NC              | —            | 1,746                   | 8,378                   | 1,392                                      | 1,746  | 9,770                   | 2,234                                   | 2019          | 1998       | 309 South Sharon Amity Road      |
| Charlotte, NC              | —            | —                       | —                       | 93,565                                     | 15,678   | 77,887                  | 5,383                                   | 2018          | 2021       | 1237 Harding Place               |
| Charlotte, NC              | —            | —                       | 22,949                  | 13   | —  | 22,962                  | 960                                     | 2021          | 2021       | 830 Kenilworth Avenue            |
| Charlotte, NC              | —            | —                       | —                       | 58,056                                     | 11,783   | 46,273                  | 2,829                                   | 2018          | 2021       | 1225 Harding Place               |
| Cherry Hill, NJ            | —            | 1,844                   | 4,635                   | 961  | 1,844  | 5,596                   | 123                                     | 2022          | 1965       | 8 Ranoldo Terrace                |
| Chicopee, MA               | —            | 6,078                   | 13,793                  | 2,151                                      | 6,078  | 15,944                  | 2,932                                   | 2019          | 2005       | 444 Montgomery Street            |
| Chula Vista, CA            | —            | 1,045                   | 21,387                  | 2,207                                      | 1,045  | 23,594                  | 4,009                                   | 2019          | 1973       | 480 4th Avenue                   |
| Chula Vista, CA            | —            | 826                     | 6,106                   | 1,470                                      | 826  | 7,576                   | 1,322                                   | 2019          | 1985       | 450 4th Avenue                   |
| Chula Vista, CA            | —            | 1,114                   | 14,902                  | 558  | 1,114  | 15,460                  | 2,188                                   | 2019          | 2008       | 971 Lane Ave                     |
| Chula Vista, CA            | —            | 1,075                   | 6,828                   | 338  | 1,075  | 7,166                   | 1,024                                   | 2019          | 2006       | 959 Lane Ave                     |
| Cincinnati, OH             | —            | —                       | —                       | 18,167                                     | 2  | 18,165                  | 6,352                                   | 2012          | 2013       | 3301 Mercy Health Boulevard      |
| Cincinnati, OH             | —            | 537                     | 9,719                   | 592  | 537  | 10,311                  | 1,759                                   | 2019          | 2001       | 4850 Red Bank Expressway         |
| Clarkson Valley, MO        | —            | —                       | —                       | 36,736                                     | —  | 36,736                  | 19,187                                  | 2009          | 2010       | 15945 Clayton Rd                 |
| Clear Lake, TX             | —            | —                       | —                       | 13,902                                     | 2,319  | 11,583                  | 2,418                                   | 2013          | 2014       | 1010 South Ponds Drive           |
| Clinton, MI                | —            | 1,138                   | 824                     | 5  | 1,138  | 829                     | 145                                     | 2021          | 1987       | 11775 Tecumseh-Clinton Hwy.      |
| Clyde, NC                  | —            | 1,433                   | 21,099                  | 967  | 1,433  | 22,066                  | 2,459                                   | 2019          | 2012       | 581 Leroy George Drive           |
| College Station, TX        | —            | 1,111                   | 7,456                   | —  | 1,111  | 7,456                   | 218                                     | 2021          | 2021       | 1204 Copperfield Pkwy            |
| Columbia, MD               | —            | 23                      | 33,885                  | 4,716                                      | 9,353  | 29,271                  | 13,520                                  | 2015          | 1982       | 5450 & 5500 Knoll N Dr.          |
| Columbia, MD               | —            | 12,159                  | 72,636                  | 1,508                                      | 12,159   | 74,144                  | 12,226                                  | 2018          | 2009       | 10710 Charter Drive              |
| Columbia, MD               | —            | 2,333                   | 19,232                  | 1,951                                      | 2,333  | 21,183                  | 8,409                                   | 2012          | 2002       | 10700 Charter Drive              |
| Columbia, MO               | —            | 438                     | 12,426                  | 921  | 438  | 13,347                  | 2,398                                   | 2019          | 1994       | 1601 E. Broadway                 |
| Columbia, MO               | —            | 488                     | 15,702                  | 1,322                                      | 488  | 17,024                  | 3,207                                   | 2019          | 1999       | 1605 E. Broadway                 |
| Columbia, MO               | —            | 199                     | 22,289                  | 1,827                                      | 199  | 24,116                  | 3,918                                   | 2019          | 2007       | 1705 E. Broadway                 |
| Coon Rapids, MN            | —            | —                       | —                       | 29,660                                     | —  | 29,660                  | 10,186                                  | 2013          | 2014       | 11850 Blackfoot Street NW        |
| Costa Mesa, CA             | 18,573       | 22,033                  | 24,332                  | 5,957                                      | 22,033   | 30,289                  | 7,955                                   | 2017          | 2007       | 1640 Newport Boulevard           |
| Dade City, FL              | —            | 1,211                   | 5,511                   | —  | 1,211  | 5,511                   | 2,185                                   | 2011          | 1998       | 13413 US Hwy 301                 |
| Dallas, TX                 | —            | —                       | —                       | 15,550                                     | 122  | 15,428                  | 4,150                                   | 2013          | 2014       | 8196 Walnut Hill Lane            |

(Dollars in thousands)

| Description                | Encumbrances | Initial Cost to Company |                         | Cost Capitalized Subsequent to Acquisition | Gross Amount at Which Carried at Close of Period |                         |   | Year Acquired | Year Built | Address                        |
|----------------------------|--------------|-------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|--------------------------------|
|                            |              | Land                    | Building & Improvements |  | Land   | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                |
| <b>Outpatient Medical:</b> |              |                         |                         |  |  |                         |   |               |            |                                |
| Dallas, TX                 | —            | 6,086                   | 18,007                  | 5,320                                      | 6,542  | 22,871                  | 5,026                                   | 2018          | 2010       | 10740 North Central Expressway |
| Danbury, CT                | —            | 2,382                   | 25,403                  | 370  | 2,414  | 25,741                  | 1,221                                   | 2021          | 2019       | 40 Old Ridgebury Rd            |
| Danbury, CT                | —            | 914                     | 10,844                  | 156  | 926  | 10,988                  | 533                                     | 2021          | 2010       | 226 White St                   |
| Danbury, CT                | —            | 4,209                   | 22,740                  | 449  | 4,303  | 23,095                  | 1,433                                   | 2021          | 2017       | 2 Riverview Dr                 |
| Deerfield Beach, FL        | —            | —                       | —                       | 11,198                                     | 2,540  | 8,658                   | 4,324                                   | 2011          | 2001       | 1192 East Newport Center Drive |
| Delray Beach, FL           | —            | 1,882                   | 34,767                  | 3,165                                      | 2,449  | 37,365                  | 21,745                                  | 2006          | 1985       | 5130-5150 Linton Blvd.         |
| Dunkirk, MD                | —            | 259                     | 2,263                   | 314  | 259  | 2,577                   | 660                                     | 2019          | 1997       | 10845 Town Center Blvd         |
| Durham, NC                 | —            | 1,403                   | 23,788                  | 1,377                                      | 1,403  | 25,165                  | 3,379                                   | 2019          | 2000       | 120 William Penn Plaza         |
| Durham, NC                 | —            | 1,751                   | 42,391                  | 2,037                                      | 1,751  | 44,428                  | 4,900                                   | 2019          | 2004       | 3916 Ben Franklin Boulevard    |
| El Paso, TX                | —            | —                       | —                       | 18,992                                     | 1,254  | 17,738                  | 8,703                                   | 2006          | 1997       | 2400 Trawood Dr.               |
| Elgin, IL                  | —            | 1,634                   | 9,443                   | 1,594                                      | 1,753  | 10,918                  | 1,827                                   | 2020          | 2004       | 745 Fletcher Drive             |
| Elmhurst, IL               | —            | 41                      | 39,562                  | 374  | 41   | 39,936                  | 6,152                                   | 2018          | 2011       | 133 E Brush Hill Road          |
| Elyria, OH                 | —            | 3,263                   | 27,163                  | 1,024                                      | 3,263  | 28,187                  | 4,032                                   | 2019          | 2008       | 303 Chestnut Commons Drive     |
| Escondido, CA              | —            | 2,278                   | 19,724                  | 1,245                                      | 2,278  | 20,969                  | 3,288                                   | 2019          | 1994       | 225 East 2nd Avenue            |
| Everett, WA                | —            | —                       | —                       | 31,195                                     | 4,842  | 26,353                  | 11,755                                  | 2010          | 2011       | 13020 Meridian Ave. S.         |
| Fenton, MO                 | —            | 958                     | 27,485                  | 1,035                                      | 958  | 28,520                  | 10,843                                  | 2013          | 2009       | 1011 Bowles Avenue             |
| Fenton, MO                 | —            | —                       | —                       | 14,478                                     | 369  | 14,109                  | 4,972                                   | 2013          | 2009       | 1055 Bowles Avenue             |
| Florham Park, NJ           | —            | 8,578                   | 61,779                  | —  | 8,578  | 61,779                  | 9,768                                   | 2017          | 2017       | 150 Park Avenue                |
| Flower Mound, TX           | —            | 737                     | 9,276                   | 901  | 737  | 10,177                  | 3,009                                   | 2015          | 2014       | 2560 Central Park Avenue       |
| Flower Mound, TX           | —            | 4,164                   | 27,027                  | 2,053                                      | 4,164  | 29,080                  | 9,717                                   | 2014          | 2012       | 4370 Medical Arts Drive        |
| Flower Mound, TX           | —            | 4,620                   | —                       | —  | 4,620  | —                       | —                                       | 2014          | 1900       | Medical Arts Drive             |
| Fort Washington, PA        | —            | 2,015                   | 16,104                  | 2,557                                      | 2,015  | 18,661                  | 2,404                                   | 2020          | 1980       | 467 Pennsylvania Avenue        |
| Fort Worth, TX             | —            | —                       | —                       | 27,343                                     | 462  | 26,881                  | 9,166                                   | 2012          | 2012       | 10840 Texas Health Trail       |
| Fort Worth, TX             | —            | 401                     | 6,099                   | 5,035                                      | 2,805  | 8,730                   | 2,413                                   | 2014          | 2007       | 7200 Oakmont Boulevard         |
| Fort Worth, TX             | —            | 1,790                   | 5,082                   | 51   | 1,790  | 5,133                   | 238                                     | 2021          | 1983       | 2001 West Rosedale Street      |
| Frederick, MD              | —            | 1,065                   | 6,817                   | 613  | 1,065  | 7,430                   | 1,642                                   | 2019          | 1979       | 194 Thomas Johnson Drive       |
| Frederick, MD              | —            | 1,930                   | 18,311                  | 1,625                                      | 1,930  | 19,936                  | 3,200                                   | 2019          | 2006       | 45 Thomas Johnson Drive        |
| Fresno, CA                 | —            | 1,497                   | 11,896                  | 916  | 1,497  | 12,812                  | 1,774                                   | 2019          | 2004       | 1105 E Spruce Ave              |
| Gardendale, AL             | —            | 1,150                   | 8,162                   | 347  | 1,150  | 8,509                   | 1,660                                   | 2018          | 2005       | 2217 Decatur Highway           |
| Garland, TX                | —            | 4,952                   | 30,151                  | 2,592                                      | 4,952  | 32,743                  | 5,417                                   | 2019          | 2018       | 7217 Telecom Parkway           |
| Gastonia, NC               | —            | 569                     | 1,638                   | 55   | 569  | 1,693                   | 345                                     | 2019          | 2000       | 934 Cox Road                   |
| Gig Harbor, WA             | —            | —                       | —                       | 32,798                                     | 80   | 32,718                  | 8,486                                   | 2010          | 2009       | 11511 Canterwood Blvd. NW      |
| Glendale, CA               | —            | 70                      | 41,837                  | 3,081                                      | 70   | 44,918                  | 6,159                                   | 2019          | 2008       | 1500 E Chevy Chase Drive       |
| Gloucester, VA             | —            | 2,128                   | 9,169                   | 458  | 2,128  | 9,627                   | 1,915                                   | 2018          | 2008       | 5659 Parkway Drive             |
| Grand Prairie, TX          | —            | 981                     | 6,086                   | 319  | 981  | 6,405                   | 3,136                                   | 2012          | 2009       | 2740 N State Hwy 360           |
| Grapevine, TX              | —            | —                       | —                       | 10,758                                     | 2,081  | 8,677                   | 3,084                                   | 2014          | 2002       | 2040 W State Hwy 114           |
| Grapevine, TX              | —            | —                       | —                       | 24,375                                     | 3,365  | 21,010                  | 7,138                                   | 2014          | 2002       | 2020 W State Hwy 114           |
| Greenville, SC             | —            | 1,790                   | 4,421                   | 1,550                                      | 1,790  | 5,971                   | 2,318                                   | 2019          | 1987       | 10 Enterprise Boulevard        |
| Harrisburg, NC             | —            | 1,347                   | 2,652                   | 527  | 1,347  | 3,179                   | 866                                     | 2019          | 2012       | 9550 Rocky River Road          |
| Hattiesburg, MS            | —            | 3,155                   | 31,155                  | 4,063                                      | 3,155  | 35,218                  | 4,422                                   | 2019          | 2012       | 3688 Veterans Memorial Drive   |
| Haymarket, VA              | —            | 1,250                   | 26,621                  | 2,841                                      | 1,250  | 29,462                  | 4,414                                   | 2019          | 2008       | 15195 Heathcote Blvd           |
| Henderson, NV              | —            | 2,587                   | 5,376                   | 279  | 2,587  | 5,655                   | 864                                     | 2019          | 2002       | 2825 Siena Heights Drive       |
| Henderson, NV              | —            | 7,372                   | 22,172                  | 3,155                                      | 7,372  | 25,327                  | 4,285                                   | 2019          | 2005       | 2845 Siena Heights Drive       |



(Dollars in thousands)

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|----------------------------|--------------|--------------------------|-------------------------|--|--|-------------------------|---|---------------|------------|-------------------------------------|
|                            |              | Land & Land Improvements | Building & Improvements |  | Land & Land Improvements                         | Building & Improvements | Accumulated Depreciation <sup>(1)</sup> |               |            |                                     |
| <b>Outpatient Medical:</b> |              |                          |                         |  |  |                         |   |               |            |                                     |
| Henderson, NV              | —            | 5,492                    | 18,448                  | 1,741                                      | 5,492  | 20,189                  | 2,840                                   | 2019          | 2005       | 2865 Siena Heights Drive            |
| Highland, IL               | —            | —                        | —                       | 8,884                                      | —  | 8,884                   | 2,809                                   | 2012          | 2013       | 12860 Troxler Avenue                |
| Hopewell Junction, NY      | —            | 2,164                    | 4,659                   | 692  | 2,164  | 5,351                   | 692                                     | 2019          | 1999       | 10 Cranberry Drive                  |
| Hopewell Junction, NY      | —            | 2,316                    | 4,525                   | 812  | 2,316  | 5,337                   | 627                                     | 2019          | 2015       | 1955 NY-52                          |
| Houston, TX                | —            | 5,837                    | 33,128                  | 1,518                                      | 5,837  | 34,646                  | 16,029                                  | 2012          | 2005       | 15655 Cypress Woods Medical Dr.     |
| Houston, TX                | —            | —                        | —                       | 21,373                                     | 2,988  | 18,385                  | 1,418                                   | 2016          | 2019       | 13105 Wortham Center Drive          |
| Houston, TX                | —            | —                        | —                       | 17,133                                     | 3,688  | 13,445                  | 5,613                                   | 2012          | 2007       | 10701 Vintage Preserve Parkway      |
| Houston, TX                | —            | —                        | —                       | 84,613                                     | 12,815   | 71,798                  | 25,306                                  | 2012          | 1998       | 2727 W Holcombe Boulevard           |
| Houston, TX                | —            | 377                      | 13,726                  | 783  | 377  | 14,509                  | 2,572                                   | 2018          | 2011       | 20207 Chasewood Park Drive          |
| Houston, TX                | —            | 2,351                    | 7,980                   | 900  | 2,351  | 8,880                   | 1,024                                   | 2020          | 2013       | 11476 Space Center Blvd             |
| Houston, TX                | —            | 9,550                    | —                       | —  | 9,550  | —                       | 12                                      | 2011          | 1900       | F.M. 1960 & Northgate Forest Dr.    |
| Howell, MI                 | —            | 2,000                    | 13,928                  | 590  | 2,001  | 14,517                  | 3,240                                   | 2016          | 2017       | 1225 South Latson Road              |
| Howell, MI                 | —            | 579                      | 4,428                   | 13   | 579  | 4,441                   | 316                                     | 2021          | 2019       | 202 W. Highland Rd.                 |
| Humble, TX                 | —            | —                        | —                       | 9,953                                      | 1,702  | 8,251                   | 1,682                                   | 2013          | 2014       | 8233 N. Sam Houston Parkway E.      |
| Huntersville, NC           | —            | —                        | 41,055                  | 6,880                                      | —  | 47,935                  | 6,224                                   | 2019          | 2004       | 10030 Gilead Road                   |
| Independence, MO           | —            | 762                      | 3,480                   | 680  | 762  | 4,160                   | 509                                     | 2020          | 2007       | 19401 East 37th Terrace Court South |
| Jackson, MI                | —            | —                        | —                       | 17,999                                     | 668  | 17,331                  | 6,411                                   | 2013          | 2009       | 1201 E Michigan Avenue              |
| Jacksonville, FL           | —            | 3,562                    | 24,379                  | 3,474                                      | 3,562  | 27,853                  | 4,896                                   | 2019          | 2006       | 10475 Centurion Parkway North       |
| Jacksonville, FL           | —            | 1,113                    | 10,970                  | 1,377                                      | 1,113  | 12,347                  | 1,762                                   | 2020          | 2000       | 5742 Booth Road                     |
| Jefferson City, TN         | —            | 109                      | 16,035                  | 1,005                                      | 109  | 17,040                  | 2,613                                   | 2019          | 2001       | 120 Hospital Drive                  |
| Jonesboro, GA              | —            | 567                      | 15,146                  | 1,267                                      | 567  | 16,413                  | 2,992                                   | 2019          | 2009       | 7813 Spivey Station Boulevard       |
| Jonesboro, GA              | —            | 627                      | 15,844                  | 805  | 627  | 16,649                  | 2,788                                   | 2019          | 2007       | 7823 Spivey Station Boulevard       |
| Jupiter, FL                | —            | —                        | —                       | 20,095                                     | 2,639  | 17,456                  | 8,636                                   | 2006          | 2001       | 550 Heritage Dr.                    |
| Jupiter, FL                | —            | —                        | —                       | 10,208                                     | 3,036  | 7,172                   | 4,103                                   | 2007          | 2004       | 600 Heritage Dr.                    |
| Kalamazoo, MI              | —            | —                        | 12,788                  | —  | —  | 12,788                  | 748                                     | 2020          | 2021       | 2520 Robert Jones Way               |
| Katy, TX                   | —            | —                        | 11,219                  | —  | —  | 11,219                  | 702                                     | 2019          | 2020       | 0 Grand Parkway & Morton Ranch Road |
| Katy, TX                   | —            | 2,025                    | 7,557                   | 1,255                                      | 2,025  | 8,812                   | 1,036                                   | 2020          | 2016       | 21502 Merchants Way                 |
| Katy, TX                   | —            | 3,699                    | 12,701                  | 1,910                                      | 3,699  | 14,611                  | 2,630                                   | 2020          | 2006       | 1331 West Grand Parkway North       |
| Knoxville, TN              | —            | 199                      | 43,771                  | 3,265                                      | 199  | 47,036                  | 6,191                                   | 2019          | 2012       | 1926 Alcoa Highway                  |
| La Jolla, CA               | —            | 12,855                   | 32,658                  | 2,542                                      | 12,871   | 35,184                  | 11,050                                  | 2015          | 1989       | 4150 Regents Park Row               |
| La Jolla, CA               | —            | 9,425                    | 26,525                  | 3,245                                      | 9,444  | 29,751                  | 8,223                                   | 2015          | 1988       | 4120 & 4130 La Jolla Village Drive  |
| La Jolla, CA               | —            | 20,324                   | 33,675                  | 4,164                                      | 20,324   | 37,839                  | 1,221                                   | 2022          | 1985       | 4180 La Jolla Village Dr            |
| Lacey, WA                  | —            | 1,751                    | 10,383                  | 143  | 1,751  | 10,526                  | 2,011                                   | 2018          | 1971       | 2555 Marvin Road Northeast          |
| Lake St Louis, MO          | —            | —                        | —                       | 14,962                                     | 240  | 14,722                  | 6,603                                   | 2010          | 2008       | 400 Medical Dr                      |
| Lakeway, TX                | —            | —                        | —                       | 2,801                                      | 2,801  | —                       | —                                       | 2007          | 1900       | Lohmans Crossing Road               |
| Las Vegas, NV              | —            | —                        | —                       | 9,997                                      | 2,319  | 7,678                   | 3,702                                   | 2006          | 1991       | 2870 S. Maryland Pkwy.              |
| Las Vegas, NV              | —            | —                        | —                       | 5,887                                      | 433  | 5,454                   | 2,529                                   | 2007          | 1997       | 1776 E. Warm Springs Rd.            |
| Las Vegas, NV              | —            | 4,180                    | 20,064                  | 2,913                                      | 4,180  | 22,977                  | 2,624                                   | 2020          | 2017       | 9880 West Flamingo Road             |
| Las Vegas, NV              | —            | 5,864                    | 22,502                  | 3,070                                      | 5,864  | 25,572                  | 2,736                                   | 2020          | 2017       | 4980 West Sahara Ave                |
| Lawrenceville, NJ          | —            | 2,691                    | 3,739                   | 1,339                                      | 2,691  | 5,078                   | 271                                     | 2022          | 1975       | 2 Princess Road                     |
| Little Rock, AR            | —            | 3,021                    | 20,095                  | 1,907                                      | 3,021  | 22,002                  | 3,922                                   | 2019          | 2014       | 6119 Midtown Avenue                 |
| Los Alamitos, CA           | —            | —                        | —                       | 21,670                                     | 39   | 21,631                  | 8,578                                   | 2007          | 2003       | 3771 Katella Ave.                   |

(Dollars in thousands)

| Description                | Initial Cost to Company |                             |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                        |
|----------------------------|-------------------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|--------------------------------|
|                            | Encumbrances            | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |                                |
| <b>Outpatient Medical:</b> |                         |                             |                            |  |  |                            |  |                  |            |                                |
| Lowell, MA                 | —                       | —                           | —                          | 13,790   | 3,016  | 10,774                     | 1,713                                      | 2011             | 2020       | 839 Merrimack Street           |
| Loxahatchee, FL            | —                       | —                           | —                          | 9,484  | 1,440  | 8,044                      | 4,413                                      | 2006             | 1993       | 12989 Southern Blvd.           |
| Loxahatchee, FL            | —                       | —                           | —                          | 8,389  | 1,650  | 6,739                      | 3,641                                      | 2006             | 1994       | 12983 Southern Blvd.           |
| Loxahatchee, FL            | —                       | —                           | —                          | 8,082  | 1,719  | 6,363                      | 3,453                                      | 2006             | 1997       | 12977 Southern Blvd.           |
| Lubbock, TX                | 40,632                  | 2,286                       | 66,022                     | 6,917  | 2,286  | 72,939                     | 7,377                                      | 2019             | 2006       | 4515 Marsha Sharp Freeway      |
| Lynbrook, NY               | 25,268                  | 10,028                      | 37,319                     | 2,459  | 10,028   | 39,778                     | 6,558                                      | 2018             | 1962       | 444 Merrick Road               |
| Madison, WI                | —                       | 3,670                       | 24,615                     | 3,851  | 3,671  | 28,465                     | 3,816                                      | 2019             | 2012       | 1102 South Park Street         |
| Margate, FL                | —                       | 219                         | 8,743                      | 599  | 219  | 9,342                      | 1,637                                      | 2019             | 2004       | 2960 N. State Rd 7             |
| Marietta, GA               | —                       | 2,682                       | 20,053                     | 1,805  | 2,703  | 21,837                     | 7,297                                      | 2016             | 2016       | 4800 Olde Towne Parkway        |
| Mars, PA                   | —                       | 1,925                       | 8,307                      | 1,412  | 1,925  | 9,719                      | 1,535                                      | 2020             | 2006       | 6998 Crider Road               |
| Matthews, NC               | —                       | 10                          | 32,108                     | 2,258  | 10   | 34,366                     | 5,296                                      | 2019             | 1994       | 1450 Matthews Township Parkway |
| Menasha, WI                | —                       | —                           | —                          | 18,555   | 1,399  | 17,156                     | 5,141                                      | 2016             | 1994       | 1550 Midway Place              |
| Merced, CA                 | —                       | —                           | —                          | 14,887   | —  | 14,887                     | 6,650                                      | 2009             | 2010       | 315 Mercy Ave.                 |
| Meridian, ID               | —                       | 3,206                       | 23,619                     | 4,296  | 3,206  | 27,915                     | 4,710                                      | 2019             | 2009       | 3277 E Louise Drive            |
| Mesa, AZ                   | —                       | 3,158                       | 5,588                      | 1,122  | 3,158  | 6,710                      | 696  | 2020             | 2016       | 1910 S. Gilbert Road           |
| Mesa, AZ                   | —                       | 3,889                       | 5,816                      | 1,257  | 3,889  | 7,073                      | 789  | 2020             | 2016       | 1833 N. Power Road             |
| Milan, MI                  | —                       | 1,216                       | 6,487                      | 59   | 1,216  | 6,546                      | 677  | 2021             | 2008       | 870 E. Arkona Rd               |
| Mission Hills, CA          | 21,671                  | —                           | 42,276                     | 7,261  | 4,791  | 44,746                     | 15,407                                     | 2014             | 1986       | 11550 Indian Hills Road        |
| Missouri City, TX          | —                       | 1,360                       | 7,143                      | —  | 1,360  | 7,143                      | 1,133                                      | 2015             | 2016       | 7010 Highway 6                 |
| Mobile, AL                 | —                       | 2,759                       | 25,180                     | 14   | 2,759  | 25,194                     | 3,964                                      | 2018             | 2003       | 6144 Airport Boulevard         |
| Monroeville, PA            | —                       | 1,544                       | 10,012                     | 1,315  | 1,544  | 11,327                     | 2,145                                      | 2020             | 1979       | 2550 Mosside Blvd              |
| Moorestown, NJ             | —                       | —                           | —                          | 52,017   | 362  | 51,655                     | 21,295                                     | 2011             | 2012       | 401 Young Avenue               |
| Mount Juliet, TN           | —                       | —                           | —                          | 15,465   | 1,601  | 13,864                     | 7,219                                      | 2007             | 2005       | 5002 Crossings Circle          |
| Mount Kisco, NY            | —                       | 12,632                      | 46,294                     | 5,195  | 12,632   | 51,489                     | 5,658                                      | 2019             | 1996       | 90 - 110 South Bedford Road    |
| Mount Vernon, IL           | —                       | —                           | —                          | 25,036   | —  | 25,036                     | 10,417                                     | 2011             | 2012       | 2 Good Samaritan Way           |
| Murrieta, CA               | —                       | —                           | —                          | 48,771   | —  | 48,771                     | 25,118                                     | 2010             | 2011       | 28078 Baxter Rd.               |
| Murrieta, CA               | —                       | 3,800                       | —                          | —  | 3,800  | —                          | —  | 2014             | 1900       | 28078 Baxter Rd.               |
| Myrtle Beach, SC           | —                       | 1,357                       | 3,131                      | 853  | 1,357  | 3,984                      | 1,228                                      | 2019             | 1996       | 8170 Rourk Street              |
| Nampa, ID                  | 15,226                  | 3,439                       | 18,648                     | 2,933  | 3,439  | 21,581                     | 2,500                                      | 2019             | 2017       | 1510 12th Avenue               |
| New Milford, CT            | —                       | 1,006                       | 3,541                      | 23   | 1,019  | 3,551                      | 284  | 2021             | 1995       | 131 Kent Rd                    |
| New Milford, CT            | —                       | 2,033                       | 6,819                      | 151  | 2,060  | 6,943                      | 575  | 2021             | 1995       | 131 Kent Rd                    |
| Newburgh, NY               | —                       | 9,213                       | 28,300                     | 4,079  | 9,213  | 32,379                     | 3,124                                      | 2019             | 2015       | 1200 NY-300                    |
| Newburyport, MA            | —                       | 3,104                       | 18,492                     | 1,464  | 3,104  | 19,956                     | 3,137                                      | 2019             | 2008       | One Wallace Bashaw Jr. Way     |
| Newtown, CT                | —                       | 2,176                       | 9,140                      | 1,029  | 2,205  | 10,140                     | 671  | 2021             | 2015       | 164 Mount Pleasant             |
| Newtown, CT                | —                       | 3,039                       | 9,364                      | 160  | 3,079  | 9,484                      | 794  | 2021             | 2016       | 170 Mt Pleasant Rd             |
| Niagara Falls, NY          | —                       | —                           | —                          | 13,062   | 1,721  | 11,341                     | 7,281                                      | 2007             | 1995       | 6932 - 6934 Williams Rd        |
| Niagara Falls, NY          | —                       | —                           | —                          | 8,631  | 454  | 8,177                      | 4,368                                      | 2007             | 2004       | 6930 Williams Rd               |
| Norfolk, VA                | —                       | 1,138                       | 23,416                     | 3,617  | 1,138  | 27,033                     | 4,783                                      | 2019             | 2014       | 155 Kingsley Lane              |
| North Canton, OH           | —                       | 2,518                       | 21,523                     | 2,946  | 2,518  | 24,469                     | 2,610                                      | 2019             | 2014       | 7442 Frank Avenue              |
| North Easton, MA           | —                       | 2,336                       | 17,936                     | 2,126  | 2,336  | 20,062                     | 2,806                                      | 2019             | 2007       | 15 Roche Brothers Way          |
| North Easton, MA           | —                       | 2,882                       | 14,463                     | 1,816  | 2,882  | 16,279                     | 2,264                                      | 2019             | 2008       | 31 Roche Brothers Way          |
| Norwood, OH                | —                       | 1,017                       | 5,642                      | 1,025  | 1,017  | 6,667                      | 1,284                                      | 2019             | 2006       | 4685 Forest Avenue             |
| Novi, MI                   | —                       | 895                         | 34,573                     | 2,787  | 896  | 37,359                     | 5,880                                      | 2019             | 2008       | 26750 Providence Parkway       |

(Dollars in thousands)

| Description                | Initial Cost to Company |                             |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                      |
|----------------------------|-------------------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|------------------------------|
|                            | Encumbrances            | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |                              |
| <b>Outpatient Medical:</b> |                         |                             |                            |  |  |                            |  |                  |            |                              |
| Oklahoma City, OK          | —                       | —                           | —                          | 19,166   | 216  | 18,950                     | 7,053                                      | 2013             | 2008       | 535 NW 9th Street            |
| Oxford, NC                 | —                       | 478                         | 4,724                      | 247  | 478  | 4,971                      | 766  | 2019             | 2011       | 107 East McClanahan Street   |
| Pasadena, TX               | —                       | —                           | —                          | 15,571   | 1,700  | 13,871                     | 2,101                                      | 2012             | 2013       | 5001 E Sam Houston Parkway S |
| Pearland, TX               | —                       | —                           | —                          | 12,759   | 1,500  | 11,259                     | 2,585                                      | 2012             | 2013       | 2515 Business Center Drive   |
| Pearland, TX               | —                       | —                           | —                          | 42,538   | 9,807  | 32,731                     | 9,967                                      | 2014             | 2013       | 11511 Shadow Creek Parkway   |
| Phoenix, AZ                | —                       | —                           | —                          | 64,022   | 1,149  | 62,873                     | 33,553                                     | 2006             | 1998       | 2222 E. Highland Ave.        |
| Phoenix, AZ                | —                       | 199                         | 3,967                      | 818  | 199  | 4,785                      | 718  | 2019             | 1980       | 9225 N 3rd Street            |
| Phoenix, AZ                | —                       | 109                         | 2,134                      | 150  | 109  | 2,284                      | 406  | 2019             | 1986       | 9327 North 3rd Street        |
| Phoenix, AZ                | —                       | 229                         | 5,442                      | 467  | 229  | 5,909                      | 1,231                                      | 2019             | 1994       | 9100 N 2nd Street            |
| Pinckney, MI               | —                       | 1,708                       | 3,816                      | 14   | 1,708  | 3,830                      | 353  | 2021             | 2020       | 10200 Dexter-Pinckney Rd.    |
| Plano, TX                  | —                       | 793                         | 83,209                     | 8,401  | 793  | 91,610                     | 32,439                                     | 2012             | 2005       | 6020 West Parker Road        |
| Plantation, FL             | —                       | —                           | —                          | 26,297   | 8,575  | 17,722                     | 10,574                                     | 2006             | 1997       | 851-865 SW 78th Ave.         |
| Pleasanton, CA             | —                       | 6,748                       | 25,065                     | 3,563  | 6,748  | 28,628                     | 1,149                                      | 2022             | 2001       | 5860 Owens Drive             |
| Plymouth Meeting, PA       | —                       | 4,047                       | 9,442                      | 1,559  | 4,047  | 11,001                     | 254  | 2022             | 2002       | 4060 Butler Pike             |
| Port Orchard, WA           | —                       | 2,810                       | 22,716                     | 539  | 2,810  | 23,255                     | 3,817                                      | 2018             | 1995       | 450 South Kitsap Boulevard   |
| Porter, TX                 | —                       | 3,746                       | 15,119                     | —  | 3,746  | 15,119                     | 1,102                                      | 2018             | 2019       | 25553 US Highway 59          |
| Poughkeepsie, NY           | —                       | 2,144                       | 32,820                     | 4,312  | 2,144  | 37,132                     | 3,548                                      | 2019             | 2008       | 2507 South Road              |
| Poughkeepsie, NY           | —                       | 4,035                       | 26,001                     | 4,479  | 4,035  | 30,480                     | 2,618                                      | 2019             | 2010       | 30 Columbia Street           |
| Poughkeepsie, NY           | —                       | 6,513                       | 23,787                     | 4,110  | 6,513  | 27,897                     | 2,705                                      | 2019             | 2006       | 600 Westage Drive            |
| Poughkeepsie, NY           | 18,080                  | 5,128                       | 18,080                     | 2,704  | 5,128  | 20,784                     | 2,060                                      | 2019             | 2012       | 1910 South Road              |
| Prince Frederick, MD       | —                       | 229                         | 25,905                     | 1,319  | 229  | 27,224                     | 3,854                                      | 2019             | 2009       | 130 Hospital Road            |
| Prince Frederick, MD       | —                       | 179                         | 12,243                     | 904  | 179  | 13,147                     | 2,406                                      | 2019             | 1991       | 110 Hospital Road            |
| Raleigh, NC                | —                       | 8,255                       | 25,589                     | 2,652  | 8,255  | 28,241                     | 979  | 2022             | 2005       | 8300 Health Park             |
| Rancho Mirage, CA          | —                       | 7,292                       | 13,214                     | 2,228  | 7,292  | 15,442                     | 2,496                                      | 2019             | 2005       | 72780 Country Club Drive     |
| Redmond, WA                | —                       | —                           | —                          | 32,913   | 5,015  | 27,898                     | 12,887                                     | 2010             | 2011       | 18100 NE Union Hill Rd.      |
| Richmond, VA               | —                       | 2,969                       | 26,697                     | 2,649  | 3,090  | 29,225                     | 12,658                                     | 2012             | 2008       | 7001 Forest Avenue           |
| Richmond, TX               | —                       | 2,000                       | 9,118                      | 4  | 2,000  | 9,122                      | 1,541                                      | 2015             | 2016       | 22121 FM 1093 Road           |
| Rockwall, TX               | —                       | 132                         | 17,197                     | 443  | 132  | 17,640                     | 6,418                                      | 2012             | 2008       | 3142 Horizon Road            |
| Rolla, MO                  | —                       | 1,931                       | 47,639                     | 1  | 1,931  | 47,640                     | 20,109                                     | 2011             | 2009       | 1605 Martin Spring Drive     |
| Rome, GA                   | —                       | 99                          | 29,846                     | 2,131  | 99   | 31,977                     | 5,070                                      | 2019             | 2005       | 330 Turner McCall Boulevard  |
| Roseville, MN              | —                       | 2,963                       | 18,785                     | 2,570  | 2,963  | 21,355                     | 3,136                                      | 2019             | 1994       | 1835 W County Road C         |
| Roxboro, NC                | —                       | 368                         | 2,327                      | 150  | 368  | 2,477                      | 387  | 2019             | 2000       | 799 Doctors Court            |
| San Antonio, TX            | —                       | —                           | —                          | 15,523   | 3,050  | 12,473                     | 2,261                                      | 2016             | 2017       | 5206 Research Drive          |
| San Antonio, TX            | —                       | 2,915                       | 11,473                     | 2,575  | 2,915  | 14,048                     | 2,255                                      | 2019             | 2006       | 150 E Sonterra Blvd          |
| Santa Clarita, CA          | —                       | —                           | 2,338                      | 20,797   | 5,304  | 17,831                     | 5,780                                      | 2014             | 1976       | 23861 McBean Parkway         |
| Santa Clarita, CA          | —                       | —                           | 28,384                     | 3,558  | 5,294  | 26,648                     | 7,761                                      | 2014             | 1998       | 23929 McBean Parkway         |
| Santa Clarita, CA          | —                       | 278                         | 185                        | 11,594   | 11,872   | 185                        | 268  | 2014             | 1996       | 23871 McBean Parkway         |
| Santa Clarita, CA          | 25,000                  | 295                         | 40,257                     | (755)  | 295  | 39,502                     | 9,966                                      | 2014             | 2013       | 23803 McBean Parkway         |
| Santa Clarita, CA          | —                       | —                           | 20,618                     | 1,354  | 4,407  | 17,565                     | 5,119                                      | 2014             | 1989       | 24355 Lyons Avenue           |

(Dollars in thousands)

| Description                | Initial Cost to Company |                             |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address                         |
|----------------------------|-------------------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|---------------------------------|
|                            | Encumbrances            | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated <sup>(1)</sup><br>Depreciation |                  |            |                                 |
| <b>Outpatient Medical:</b> |                         |                             |                            |  |  |                            |  |                  |            |                                 |
| Seattle, WA                | —                       | 4,410                       | 38,428                     | 916  | 4,410  | 39,344                     | 21,217                                     | 2010             | 2010       | 5350 Tallman Ave                |
| Sewell, NJ                 | —                       | 1,242                       | 11,616                     | 7  | 1,242  | 11,623                     | 2,550                                      | 2018             | 2007       | 556 Egg Harbor Road             |
| Shakopee, MN               | —                       | 508                         | 11,412                     | 337  | 509  | 11,748                     | 5,769                                      | 2010             | 1996       | 1515 St Francis Ave             |
| Shakopee, MN               | —                       | 707                         | 18,089                     | 128  | 773  | 18,151                     | 7,121                                      | 2010             | 2007       | 1601 St Francis Ave             |
| Shenandoah, TX             | —                       | —                           | —                          | 21,197   | 4,574  | 16,623                     | 3,346                                      | 2013             | 2014       | 106 Vision Park Boulevard       |
| Sherman Oaks, CA           | —                       | —                           | 32,186                     | 4,486  | 3,121  | 33,551                     | 10,454                                     | 2014             | 1969       | 4955 Van Nuys Boulevard         |
| Silverdale, WA             | —                       | 3,451                       | 21,176                     | 12   | 3,451  | 21,188                     | 3,683                                      | 2018             | 2004       | 2200 NW Myhre Road              |
| Southlake, TX              | —                       | —                           | —                          | 18,703   | 592  | 18,111                     | 7,805                                      | 2012             | 2004       | 1545 East Southlake Boulevard   |
| Southlake, TX              | —                       | —                           | —                          | 31,859   | 698  | 31,161                     | 11,785                                     | 2012             | 2004       | 1545 East Southlake Boulevard   |
| Southlake, TX              | —                       | 2,875                       | 14,126                     | 1,395  | 2,875  | 15,521                     | 2,873                                      | 2019             | 2017       | 925 E. Southlake Boulevard      |
| Southlake, TX              | —                       | 3,000                       | —                          | —  | 3,000  | —                          | —  | 2014             | 1900       | Central Avenue                  |
| Springfield, MA            | —                       | 2,721                       | 5,698                      | 923  | 2,721  | 6,621                      | 1,288                                      | 2019             | 2012       | 305 Bicentennial Highway        |
| St Paul, MN                | —                       | —                           | —                          | 38,248   | 49   | 38,199                     | 10,147                                     | 2014             | 2006       | 225 Smith Avenue N.             |
| St. Louis, MO              | —                       | 336                         | 17,247                     | 3,453  | 336  | 20,700                     | 10,100                                     | 2007             | 2001       | 2325 Dougherty Ferry Rd.        |
| St. Paul, MN               | —                       | 2,706                       | 39,507                     | 1,573  | 2,701  | 41,085                     | 17,606                                     | 2011             | 2007       | 435 Phalen Boulevard            |
| Stafford, TX               | —                       | 3,389                       | 14,292                     | —  | 3,389  | 14,292                     | 30   | 2021             | 2022       | 11211 Nexus Ave                 |
| Stockton, CA               | 10,964                  | 4,966                       | 14,412                     | 2,445  | 4,966  | 16,857                     | 2,394                                      | 2019             | 2009       | 2388 - 2488 N California Street |
| Strongsville, OH           | —                       | 15,997                      | —                          | —  | 15,997   | —                          | —  | 2022             | 1900       | 16761 Southpark Center          |
| Suffern, NY                | —                       | 653                         | 37,255                     | 1,635  | 696  | 38,847                     | 17,123                                     | 2011             | 2007       | 257 Lafayette Avenue            |
| Suffolk, VA                | —                       | 1,566                       | 11,511                     | 184  | 1,620  | 11,641                     | 6,040                                      | 2010             | 2007       | 5838 Harbour View Blvd.         |
| Sugar Land, TX             | —                       | —                           | —                          | 19,075   | 3,543  | 15,532                     | 7,729                                      | 2012             | 2005       | 11555 University Boulevard      |
| Sycamore, IL               | —                       | 1,113                       | 12,910                     | 2,473  | 1,113  | 15,383                     | 1,704                                      | 2020             | 2002       | 1630 Gateway Drive              |
| Tacoma, WA                 | —                       | —                           | —                          | 64,307   | —  | 64,307                     | 29,522                                     | 2011             | 2013       | 1608 South J Street             |
| Tampa, FL                  | —                       | 4,319                       | 12,234                     | —  | 4,319  | 12,234                     | 4,212                                      | 2011             | 2003       | 14547 Bruce B Downs Blvd        |
| Tarzana, CA                | —                       | 6,115                       | 15,510                     | 2,382  | 6,115  | 17,892                     | 3,005                                      | 2020             | 1986       | 5620 Wilbur Ave                 |
| Timonium, MD               | —                       | —                           | —                          | 21,739   | 8,851  | 12,888                     | 2,977                                      | 2015             | 2017       | 2118 Greenspring Drive          |
| Towson, MD                 | —                       | 2,654                       | 10,627                     | 3,165  | 2,654  | 13,792                     | 349  | 2022             | 1992       | 8322 Bellona Avenue             |
| Tustin, CA                 | —                       | 3,345                       | 541                        | 430  | 3,345  | 971                        | 515  | 2015             | 1976       | 14591 Newport Ave               |
| Tustin, CA                 | —                       | 3,361                       | 12,039                     | 3,998  | 3,361  | 16,037                     | 5,174                                      | 2015             | 1985       | 14642 Newport Ave               |
| Tyler, TX                  | 57,185                  | 2,903                       | 104,300                    | 9,810  | 2,897  | 114,116                    | 11,402                                     | 2019             | 2013       | 1814 Roseland Boulevard         |
| Tyler, TX                  | —                       | 330                         | 35,534                     | —  | 330  | 35,534                     | 217  | 2021             | 2022       | 501 S Saunders Ave              |
| Van Nuys, CA               | —                       | —                           | —                          | 36,187   | —  | 36,187                     | 14,219                                     | 2009             | 1991       | 6815 Noble Ave.                 |
| Voorhees, NJ               | —                       | —                           | —                          | 32,884   | 6,481  | 26,403                     | 12,826                                     | 2006             | 1997       | 900 Centennial Blvd.            |
| Voorhees, NJ               | —                       | —                           | —                          | 100,258  | 99   | 100,159                    | 39,751                                     | 2010             | 2012       | 200 Bowman Drive                |
| Waco, TX                   | —                       | 601                         | 2,594                      | 1,335  | 628  | 3,902                      | 1,140                                      | 2018             | 2000       | 6600 Fish Pond Rd               |
| Waco, TX                   | —                       | —                           | —                          | 111  | —  | 111                        | 15   | 2018             | 1962       | 6612 Fish Pond Road             |
| Waco, TX                   | —                       | —                           | —                          | 106  | —  | 106                        | 10   | 2018             | 1961       | 6620 Fish Pond Rd               |
| Waco, TX                   | —                       | 2,250                       | 28,632                     | 410  | 2,250  | 29,042                     | 4,906                                      | 2018             | 1981       | 601 Highway 6 West              |
| Washington, PA             | —                       | 3,981                       | 31,706                     | 17   | 3,981  | 31,723                     | 5,563                                      | 2018             | 2010       | 100 Trich Drive                 |

(Dollars in thousands)

| Description                     | Initial Cost to Company |                             |                            | Cost Capitalized<br>Subsequent to<br>Acquisition | Gross Amount at Which Carried at Close of Period |                            |  | Year<br>Acquired | Year Built | Address  |
|---------------------------------|-------------------------|-----------------------------|----------------------------|--|--|----------------------------|--|------------------|------------|--|
|                                 | Encumbrances            | Land & Land<br>Improvements | Building &<br>Improvements |  | Land & Land<br>Improvements                      | Building &<br>Improvements | Accumulated<br>Depreciation <sup>(1)</sup> |                  |            |  |
| <b>Outpatient Medical:</b>      |                         |                             |                            |  |  |                            |  |                  |            |  |
| Wausau, WI                      | —                       | —                           | —                          | 14,225   | 2,050  | 12,175                     | 2,452                                      | 2015             | 2017       | 1901 Westwood Center Boulevard                 |
| Waxahachie, TX                  | —                       | —                           | 18,101                     | 303  | 303  | 18,101                     | 5,021                                      | 2016             | 2014       | 2460 N I-35 East                               |
| Wellington, FL                  | —                       | —                           | —                          | 19,839   | 326  | 19,513                     | 9,546                                      | 2006             | 2000       | 10115 Forest Hill Blvd.                        |
| Wellington, FL                  | —                       | —                           | —                          | 11,669   | 580  | 11,089                     | 6,079                                      | 2007             | 2003       | 1395 State Rd. 7                               |
| Westlake Village, CA            | 6,360                   | 2,487                       | 9,776                      | 174  | 2,487  | 9,950                      | 1,897                                      | 2018             | 1989       | 1220 La Venta Drive                            |
| Westlake Village, CA            | 8,000                   | 2,553                       | 15,851                     | 397  | 2,553  | 16,248                     | 3,532                                      | 2018             | 1975       | 1250 La Venta Drive                            |
| Winston-Salem, NC               | —                       | 2,006                       | 6,542                      | 1,490  | 2,006  | 8,032                      | 2,063                                      | 2019             | 1998       | 2025 Frontis Plaza                             |
| Woodbridge, VA                  | —                       | 346                         | 16,617                     | —  | 346  | 16,617                     | 2,478                                      | 2018             | 2012       | 12825 Minnieville Road                         |
| Wyandotte, MI                   | —                       | 581                         | 8,023                      | 773  | 581  | 8,796                      | 994  | 2020             | 2002       | 1700 Biddle Ave                                |
| Ypsilanti, MI                   | —                       | 3,615                       | 12,696                     | 40   | 3,615  | 12,736                     | 1,100                                      | 2021             | 1989       | 4918, 4936, 4940, 4972, and 4990 W. Clark Road |
| Yuma, AZ                        | —                       | 1,592                       | 9,589                      | 827  | 1,592  | 10,416                     | 2,152                                      | 2019             | 2004       | 2270 South Ridgeview Drive                     |
| Zephyrhills, FL                 | —                       | 3,875                       | 27,270                     | —  | 3,875  | 27,270                     | 10,401                                     | 2011             | 1974       | 38135 Market Square Dr                         |
| <b>Outpatient Medical Total</b> | <b>\$ 388,836</b>       | <b>\$ 762,068</b>           | <b>\$ 4,252,019</b>        | <b>\$ 2,413,016</b>                              | <b>\$ 974,176</b>                                | <b>\$ 6,452,927</b>        | <b>\$ 1,566,457</b>                        |                  |            |  |

**Welltower Inc.**  
**Schedule III**  
**Real Estate and Accumulated Depreciation**  
**December 31, 2022**

(Dollars in thousands)

| Description                       | Initial Cost to Company |                          |                          |  | Gross Amount at Which Carried at Close of Period |                          |                          |      | Year Acquired | Year Built                                     | Address |
|-----------------------------------|-------------------------|--------------------------|--------------------------|--|--|--------------------------|--------------------------|------|---------------|--|---------|
|                                   | Encumbrances            | Land & Land Improvements | Buildings & Improvements | Cost Capitalized Subsequent to Acquisition | Land & Land Improvements                         | Buildings & Improvements | Accumulated Depreciation |      |               |  |         |
| <b>Assets Held For Sale:</b>      |                         |                          |                          |  |  |                          |                          |      |               |  |         |
| Brookline, MA                     | \$ —                    | \$ —                     | \$ —                     | \$ 3,799                                   | \$ —   | \$ 3,799                 | \$ —                     | 2019 | 1900          | 125 Holland Road                               |         |
| Centreville, MD                   | —                       | 600                      | 14,602                   | —  | —  | 10,539                   | —                        | 2011 | 1978          | 205 Armstrong Avenue                           |         |
| Dundalk, MD                       | —                       | 1,770                    | 32,047                   | —  | —  | 24,213                   | —                        | 2011 | 1978          | 7232 German Hill Road                          |         |
| Fort Worth, TX                    | —                       | 1,740                    | 19,799                   | —  | —  | 5,091                    | —                        | 2016 | 2014          | 7001 Bryant Irvin Road                         |         |
| LaPlata, MD                       | —                       | 700                      | 19,068                   | —  | —  | 13,891                   | —                        | 2011 | 1984          | One Magnolia Drive                             |         |
| Las Vegas, NV                     | —                       | —                        | —                        | 2,945                                      | —  | 2,945                    | —                        | 2007 | 1900          | SW corner of Deer Springs Way and Riley Street |         |
| Rexburg, ID                       | —                       | —                        | —                        | 67   | —  | 67                       | —                        | 2018 | 1900          | W. 7th Street                                  |         |
| Santa Ana, CA                     | —                       | 2,077                    | 4,705                    | —  | —  | 4,705                    | —                        | 2021 | 1992          | 3730 South Greenville Street                   |         |
| Severna Park, MD                  | —                       | 2,120                    | 31,273                   | —  | —  | 24,207                   | —                        | 2011 | 1981          | 310 Genesis Way                                |         |
| Towson, MD                        | —                       | 1,180                    | 13,280                   | —  | —  | 10                       | —                        | 2011 | 1973          | 7700 York Road                                 |         |
| Voorhees, NJ                      | —                       | 1,900                    | 26,040                   | —  | —  | 20                       | —                        | 2011 | 1985          | 3001 Evesham Road                              |         |
| Westfield, NJ                     | —                       | 2,270                    | 16,589                   | —  | —  | 13,314                   | —                        | 2011 | 1970          | 1515 Lamberts Mill Road                        |         |
| <b>Assets Held For Sale Total</b> | <b>\$ —</b>             | <b>\$ 14,357</b>         | <b>\$ 177,403</b>        | <b>\$ 6,811</b>                            | <b>\$ —</b>                                      | <b>\$ 133,058</b>        | <b>\$ —</b>              |      |               |  |         |

|   | Initial Cost to Company |                          |                          |  | Gross Amount at Which Carried at Close of Period |                          |                          |
|---|-------------------------|--------------------------|--------------------------|--|--|--------------------------|--------------------------|
|   | Encumbrances            | Land & Land Improvements | Buildings & Improvements | Cost Capitalized Subsequent to Acquisition | Land & Land Improvements                         | Buildings & Improvements | Accumulated Depreciation |
| <b>Summary:</b>                                 |                         |                          |                          |  |  |                          |                          |
| Seniors Housing Operating                       | \$ 1,679,562            | \$ 2,110,584             | \$ 18,228,152            | \$ 3,775,526                               | \$ 2,365,088                                     | \$ 21,749,174            | \$ 4,960,254             |
| Triple-net                                      | 39,179                  | 873,139                  | 6,845,480                | 586,644                                    | 910,570  | 7,394,693                | 1,549,022                |
| Outpatient Medical                              | 388,836                 | 762,068                  | 4,252,019                | 2,413,016                                  | 974,176  | 6,452,927                | 1,566,457                |
| Construction in progress                        | 22,377                  | —                        | 1,021,080                | —  | —  | 1,021,080                | —                        |
| <b>Total continuing operating properties</b>    | <b>2,129,954</b>        | <b>3,745,791</b>         | <b>30,346,731</b>        | <b>6,775,186</b>                           | <b>4,249,834</b>                                 | <b>36,617,874</b>        | <b>8,075,733</b>         |
| Assets held for sale                            | —                       | 14,357                   | 177,403                  | 6,811                                      | —  | 133,058                  | —                        |
| <b>Total investments in real property owned</b> | <b>\$ 2,129,954</b>     | <b>\$ 3,760,148</b>      | <b>\$ 30,524,134</b>     | <b>\$ 6,781,997</b>                        | <b>\$ 4,249,834</b>                              | <b>\$ 36,750,932</b>     | <b>\$ 8,075,733</b>      |

(1) Please see Note 2 to our consolidated financial statements for information regarding lives used for depreciation and amortization.

|  | Year Ended December 31, |                      |                      |
|--|-------------------------|----------------------|----------------------|
|  | 2022                    | 2021                 | 2020                 |
|  | (in thousands)          |                      |                      |
| Investment in real estate:             |                         |                      |                      |
| Beginning balance                      | \$ 37,605,747           | \$ 33,670,006        | \$ 36,027,915        |
| Acquisitions and development           | 3,599,107               | 4,805,086            | 1,174,148            |
| Improvements                           | 476,017                 | 282,834              | 242,147              |
| Impairment of assets                   | (17,502)                | (51,107)             | (135,608)            |
| Dispositions <sup>(1)</sup>            | (97,102)                | (1,063,990)          | (3,782,120)          |
| Foreign currency translation           | (565,501)               | (37,082)             | 143,524              |
| Ending balance <sup>(2)</sup>          | <u>\$ 41,000,766</u>    | <u>\$ 37,605,747</u> | <u>\$ 33,670,006</u> |
| Accumulated depreciation:              |                         |                      |                      |
| Beginning balance                      | \$ 6,910,114            | \$ 6,104,297         | \$ 5,715,459         |
| Depreciation and amortization expenses | 1,310,368               | 1,037,566            | 1,038,437            |
| Amortization of above market leases    | 3,991                   | 4,036                | 5,217                |
| Disposition and other <sup>(1)</sup>   | (38,327)                | (234,397)            | (684,395)            |
| Foreign currency translation           | (110,413)               | (1,388)              | 29,579               |
| Ending balance                         | <u>\$ 8,075,733</u>     | <u>\$ 6,910,114</u>  | <u>\$ 6,104,297</u>  |

(1) Includes property dispositions and dispositions of leasehold improvements which are generally fully depreciated. Additionally, during the year ended December 31, 2022, seven financing leases were classified as held for sale.

(2) The unaudited aggregate cost for tax purposes for real property equals \$31,264,813,000 at December 31, 2022.

**Welltower Inc.**  
**Schedule IV - Mortgage Loans on Real Estate**  
**December 31, 2022**

(in thousands)

| Location   | Segment    | Interest Rate | Final Maturity Date | Periodic Payment Terms  | Prior Liens | Face Amount of Mortgages | Carrying Amount of Mortgages | Principal Amount of Loans Subject to Delinquent Principal or Interest |                 |
|--|------------|---------------|---------------------|---|-------------|--------------------------|------------------------------|---|-----------------|
| <b>First mortgages relating to 1 property located in:</b>          |            |               |                     |   |             |                          |                              |   |                 |
| North Carolina   | Triple-net | 8.44%         | 2023                | Interest only until maturity                                  | \$ —        | \$ 32,783                | \$ 32,278                    | \$ —  |                 |
| <b>First mortgages relating to multiple properties located in:</b> |            |               |                     |   |             |                          |                              |   |                 |
| United Kingdom   | Triple-net | 12.00%        | 2026                | Interest until maturity; Interest paid-in-kind until maturity | —           | 624,500                  | 597,198                      | —   |                 |
| <b>First mortgages less than three percent of total:</b>           |            |               |                     |   |             |                          |                              |   |                 |
| United States - 9  | Various    | 7% - 17%      | 2022 - 2026         |   | N/A         | N/A                      | 68,430                       | 5,815   |                 |
| Totals   |            |               |                     |   |             | <u>\$ —</u>              | <u>\$ 657,283</u>            | <u>\$ 697,906</u>   | <u>\$ 5,815</u> |

|  | Year Ended December 31, |                   |                   |
|--|-------------------------|-------------------|-------------------|
|  | 2022                    | 2021              | 2020              |
| Reconciliation of mortgage loans:                            |                         | (in thousands)    |                   |
| Balance at beginning of year                                 | \$ 877,102              | \$ 293,752        | \$ 145,686        |
| Additions:   |                         |                   |                   |
| Advances on loans receivable                                 | 33,555                  | 843,249           | 214,349           |
| Interest added   | 49,932                  | 11,815            | —                 |
| Total additions  | <u>83,487</u>           | <u>855,064</u>    | <u>214,349</u>    |
| Deductions:  |                         |                   |                   |
| Receipts on loans receivable                                 | (181,040)               | (214,132)         | (17,019)          |
| Loan balance transferred to non-real estate loans receivable | —                       | (9,142)           | (53,071)          |
| Change in allowance for credit losses and charge-offs        | 2,894                   | (6,984)           | (5,645)           |
| Other  | —                       | (29,619)          | (329)             |
| Total deductions   | <u>(178,146)</u>        | <u>(259,877)</u>  | <u>(76,064)</u>   |
| Change in balance due to foreign currency translation        | (84,537)                | (11,837)          | 9,781             |
| Balance at end of year                                       | <u>\$ 697,906</u>       | <u>\$ 877,102</u> | <u>\$ 293,752</u> |



**EXHIBIT 21**

| <b>Subsidiary Name</b>                          | <b>Jurisdiction of Organization</b> |
|---|-------------------------------------|
| 0722548 B.C. Ltd.                               | British Columbia                    |
| 10 Sterling Drive NJ Owner LLC                  | Delaware                            |
| 100 Abbeyville Road PA Owner LLC                | Delaware                            |
| 100 Knoedler Road, LLC                          | Delaware                            |
| 100 Trich Drive LLC                             | Delaware                            |
| 100 West Queen Street PA Owner LLC              | Delaware                            |
| 1000 Aston Gardens Drive, LLC                   | Delaware                            |
| 1001 E. Alex Bell Road OH Owner LLC             | Delaware                            |
| 1008 Thompson Street PA Owner LLC               | Delaware                            |
| 101 E 87th Ave LLC                              | Delaware                            |
| 1010-1090 Old Des Peres Road LLC                | Delaware                            |
| 101052983 Saskatchewan Ltd.                     | Saskatchewan                        |
| 10475 Wilshire Boulevard Borrower, LLC          | Delaware                            |
| 10475 Wilshire Boulevard, LLC                   | Delaware                            |
| 10540 Fremont Pike OH Owner LLC                 | Delaware                            |
| 1058 Columbus Street OH Owner LLC               | Delaware                            |
| 1060 Eastwind Drive OH Owner LLC                | Delaware                            |
| 10600 East 13th Street North, LLC               | Delaware                            |
| 1070 Stouffer Avenue PA Owner LLC               | Delaware                            |
| 10700 Charter Drive LLC                         | Delaware                            |
| 10710 Charter Drive LLC                         | Delaware                            |
| 10714 Potomac Tennis Lane MD Owner LLC          | Delaware                            |
| 10800 Potomac Tennis Lane Holdco LLC            | Delaware                            |
| 10800 Potomac Tennis Lane LLC                   | Delaware                            |
| 1086 Dumont Circle NJ Owner LLC                 | Delaware                            |
| 1100 Jackson Propco LLC                         | Delaware                            |
| 1100 North 400 East Propco LLC                  | Delaware                            |
| 1105 Perry Highway PA Owner LLC                 | Delaware                            |
| 113 South Route 73 NJ Owner LLC                 | Delaware                            |
| 113 West McMurray Road PA Owner LLC             | Delaware                            |
| 11320 North Council Road, LLC                   | Delaware                            |
| 1133 Black Rock Road, LLC                       | Delaware                            |
| 11375 Prosperity Farms Road FL Owner LLC        | Delaware                            |
| 1137915 B.C. Ltd.                               | British Columbia                    |
| 1141 Northview Drive OH Owner LLC               | Delaware                            |
| 115 South Providence Road PA Owner LLC          | Delaware                            |
| 1150 Tilton Drive CA Owner LLC                  | Delaware                            |
| 1159 East 200 North LLC                         | Delaware                            |
| 11680 Warner Avenue CA Owner LLC                | Delaware                            |
| 1170 West Mansfield Street OH Owner LLC         | Delaware                            |
| 1180 Route 22 NJ Owner LLC                      | Delaware                            |
| 11860 Southwest Hwy IL Owner LLC                | Delaware                            |
| 11901 Georgia Avenue MD Owner LLC               | Delaware                            |
| 1205 East 4725 South Propco LLC                 | Delaware                            |
| 1220 La Venta Drive Westlake Medical LLC        | Delaware                            |
| 1225 Woodward Avenue MI Owner LLC               | Delaware                            |
| 1226 Rossmoor Parkway CA Owner LLC              | Delaware                            |
| 1231356 Ontario Limited                         | Ontario                             |
| 12475 Lee Jackson Memorial Highway VA Owner LLC | Delaware                            |
| 125 Omni Lake Landlord LLC                      | Ohio                                |
| 125 Omni Lake Tenant LLC                        | Delaware                            |
| 1250 La Venta Drive Community Medical LLC       | Delaware                            |
| 1265 Cedar Crest Boulevard PA Owner LLC         | Delaware                            |
| 12951 W. Linebaugh Avenue, LLC                  | Delaware                            |
| 1301489 Ontario Limited                         | Ontario                             |

|   |            |
|---|------------|
| 13075 Evening Creek Drive South, LLC    | Delaware   |
| 1310 NW Deane Pullman Propco LLC        | Delaware   |
| 1311 Aston Gardens Court, LLC           | Delaware   |
| 1312417 Ontario Limited                 | Ontario    |
| 131st Street MCF, LLC                   | Kansas     |
| 13200 South May Avenue, LLC             | Delaware   |
| 136 Donahoe Manor Road PA Owner LLC     | Delaware   |
| 13881 Eagle Ridge Drive FL Owner LLC    | Delaware   |
| 139 East 56th Street Landlord LLC       | Delaware   |
| 1405 Limekiln Pike, LLC                 | Delaware   |
| 1450 East Venice Avenue FL Owner LLC    | Delaware   |
| 1480 Oxford Valley Road PA Owner LLC    | Delaware   |
| 150 Omni Lake Landlord LLC              | Ohio       |
| 150 Omni Lake Tenant LLC                | Delaware   |
| 1500 South Milwaukee IL Owner LLC       | Delaware   |
| 1510 Collingwood Road VA Owner LLC      | Delaware   |
| 1512 12th Avenue LLC                    | Delaware   |
| 1526 Lombard Street PA Owner LLC        | Delaware   |
| 1528670 Ontario Limited                 | Ontario    |
| 15401 North Pennsylvania Avenue, LLC    | Delaware   |
| 1574 Creekside Drive Folsom, LLC        | California |
| 1600 Center Road, LLC                   | Delaware   |
| 1600 Matthew Drive FL Owner LLC         | Delaware   |
| 16200 Jog Road FL Owner LLC             | Delaware   |
| 163 E 1000 Propco LLC                   | Delaware   |
| 1640 Newport Blvd. LP                   | Delaware   |
| 1691 Queen Gate Landlord LLC            | Ohio       |
| 1691 Queens Gate Tenant LLC             | Delaware   |
| 1695 Queens Gate Tenant LLC             | Delaware   |
| 1700 Market Street PA Owner LLC         | Delaware   |
| 1717 West Stetson Avenue CA Owner LLC   | Delaware   |
| 1719 Bellevue Avenue VA Owner LLC       | Delaware   |
| 1770 Barley Road PA Owner LLC           | Delaware   |
| 1814 Roseland Boulevard LLC             | Delaware   |
| 1848 Greentree Road PA Owner LLC        | Delaware   |
| 1920-1940 Nerge Road Owner LLC          | Delaware   |
| 1931 Southwest Arvon Place, LLC         | Delaware   |
| 1940 1st Avenue Northeast IA Owner LLC  | Delaware   |
| 1974 North Fairfield Road OH Owner LLC  | Delaware   |
| 1975 Tice Valley Boulevard CA Owner LLC | Delaware   |
| 200 Pauline Drive PA Owner LLC          | Delaware   |
| 200 Pond Road LLC                       | Delaware   |
| 2000 Emerald Court LLC                  | Delaware   |
| 201 West Ridgeway Avenue IA Owner LLC   | Delaware   |
| 20207 Chasewood Park Drive LLC          | Delaware   |
| 2021 Westgate Drive PA Owner LLC        | Delaware   |
| 2029 Westgate Drive PA Owner LLC        | Delaware   |
| 2035244 Ontario Inc.                    | Ontario    |
| 2050 North Webb Road, LLC               | Delaware   |
| 2101 New Hope Street, LLC               | Delaware   |
| 2125 Elizabeth Avenue PA Owner LLC      | Delaware   |
| 2125 Hilliard Road VA Owner LLC         | Delaware   |
| 21401 Mack Avenue MI Owner LLC          | Delaware   |
| 220 North Clark Drive, LLC              | Delaware   |
| 2200 Landover Place VA Owner LLC        | Delaware   |
| 2200 NW Myhre Road LLC                  | Delaware   |
| 2217 Decatur Highway LLC                | Delaware   |
| 2300-2330 Village Boulevard Owner LLC   | Delaware   |

|   |            |
|---|------------|
| 231 Courtyard Boulevard, LLC                  | Delaware   |
| 2323 N Casaloma Drive LLC                     | Delaware   |
| 2325 Dougherty Rd LLC                         | Delaware   |
| 2340829 Ontario Inc.                          | Ontario    |
| 2340830 Ontario Inc.                          | Ontario    |
| 235 Hanover Street LLC                        | Delaware   |
| 2356 Meadows Blvd LLC                         | Delaware   |
| 239 Cross Road LLC                            | Delaware   |
| 2400 Kingston Court PA Owner LLC              | Delaware   |
| 2419 North Euclid Avenue Upland, LLC          | California |
| 2472 South 300 East Propco LLC                | Delaware   |
| 2488 N California Street LLC                  | Delaware   |
| 250 Marter Avenue NJ Owner LLC                | Delaware   |
| 2501 Musgrove Road MD Owner LLC               | Delaware   |
| 2550 University Landlord LLC                  | Ohio       |
| 2550 University Tenant LLC                    | Delaware   |
| 2600 Northampton Street PA Owner LLC          | Delaware   |
| 26001 Ford Road MI Owner LLC                  | Delaware   |
| 2601 Forest Drive SC Owner LLC                | Delaware   |
| 2721 Willow Street LP                         | Delaware   |
| 2722 North Decatur Road GA Owner LLC          | Delaware   |
| 2730 East 3300 South Propco LLC               | Delaware   |
| 27783 Center Drive LP                         | Delaware   |
| 280 East Losey Street IL Owner LLC            | Delaware   |
| 2800 60th Avenue West, LLC                    | Delaware   |
| 2800 Palo Parkway CO Owner LLC                | Delaware   |
| 2811 N.E. 139th Street WA Owner LLC           | Delaware   |
| 2851 Tampa Road FL Owner LLC                  | Delaware   |
| 2870 Snouffer Landlord LLC                    | Ohio       |
| 2870 Snouffer Tenant LLC                      | Delaware   |
| 290 South Monaco Parkway CO Owner LLC         | Delaware   |
| 2920 Snouffer Landlord LLC                    | Ohio       |
| 2929 West Holcombe Boulevard, LLC             | Delaware   |
| 300 St. Albans Drive, LP                      | Delaware   |
| 3000 Windmill Road PA Owner LLC               | Delaware   |
| 3001 South Congress Avenue FL Owner LLC       | Delaware   |
| 3011 North Center Road MI Owner LLC           | Delaware   |
| 303 West Lake Street LLC                      | Delaware   |
| 320 St. Albans Drive, LP                      | Delaware   |
| 3220 Peterson Road, LLC                       | Delaware   |
| 3250 12th Street FL Owner LLC                 | Delaware   |
| 329 Exempla Circle CO Owner LLC               | Delaware   |
| 330 Madison Street LLC                        | Delaware   |
| 3309 45th Street Court Northwest WA Owner LLC | Delaware   |
| 3313 Wilmington Pike OH Owner LLC             | Delaware   |
| 33770 Bagley Landlord LLC                     | Ohio       |
| 33770 Bagley Tenant LLC                       | Delaware   |
| 3430 Brunswick Landlord LLC                   | Ohio       |
| 3430 Brunswick Tenant LLC                     | Delaware   |
| 3430 Huntingdon Pike PA Owner LLC             | Delaware   |
| 3485 Davisville Road PA Owner LLC             | Delaware   |
| 3485 Independence Drive LLC                   | Delaware   |
| 35 Fenton Street, LLC                         | Delaware   |
| 350 East 300 North Propco LLC                 | Delaware   |
| 3535 Manchester Avenue Borrower, LLC          | Delaware   |
| 3535 Manchester Avenue, LLC                   | Delaware   |
| 3535 N. Hall Street, LLC                      | Delaware   |
| 3600 Old Boynton Road FL Owner LLC            | Delaware   |

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| 3601 Lakewood Boulevard FL Owner LLC       | Delaware |
| 3615 Glacial Lane Tenant LLC               | Delaware |
| 3650 Southeast 18th Avenue, LLC            | Delaware |
| 3688 Veterans Memorial Drive LLC           | Delaware |
| 3701 188th Street WA Owner LLC             | Delaware |
| 375 Northwest 51st Street FL Owner LLC     | Delaware |
| 37603 Euclid Avenue OH Owner LLC           | Delaware |
| 378 Fries Mill Road NJ Owner LLC           | Delaware |
| 3800 Commerce Blvd. IA Owner LLC           | Delaware |
| 38200 Schoenherr Road MI Owner LLC         | Delaware |
| 38220 Henry Drive FL Owner LLC             | Delaware |
| 4 Forge Hill Road Franklin LLC             | Delaware |
| 4 Wallace Bashaw Junior Way LLC            | Delaware |
| 400 Barks Road West OH Owner LLC           | Delaware |
| 4000 San Pablo Parkway, LLC                | Kansas   |
| 405 Bedford LP                             | Delaware |
| 4075 W. Dublin-Granville Road OH Owner LLC | Delaware |
| 4100 Freemansburg Avenue PA Owner LLC      | Delaware |
| 415 Bedford LP                             | Delaware |
| 416 Bedford LP                             | Delaware |
| 4206 Stammer Place, LLC                    | Delaware |
| 4245 Glen Landlord LLC                     | Ohio     |
| 4245 Glen Tenant LLC                       | Delaware |
| 425 Buttonwood Street PA Owner LLC         | Delaware |
| 4310 Bee Cave Road, LLC                    | Delaware |
| 4315 Johns Creek Parkway, LLC              | Delaware |
| 435 Bedford LLC                            | Delaware |
| 4360 Johnson Ferry Place GA Owner LLC      | Delaware |
| 4402 South 129th Avenue West, LLC          | Delaware |
| 444 Merrick Road LLC                       | Delaware |
| 44th Street SW Opco LLC                    | Delaware |
| 450 Oak Ridge Boulevard OH Owner LLC       | Delaware |
| 450 South Kitsap Boulevard LLC             | Delaware |
| 4500 Dorr Street Holdings, LLC             | Delaware |
| 4515 Marsha Sharp Freeway LLC              | Delaware |
| 4524 Intelco Loop SE WA Owner LLC          | Delaware |
| 4669 Falls Road MD Owner LLC               | Delaware |
| 4701 East Huron River Drive MI Owner LLC   | Delaware |
| 4800 Aston Gardens Way, LLC                | Delaware |
| 4865 MacArthur Landlord LLC                | Delaware |
| 4865 MacArthur Tenant LLC                  | Delaware |
| 495 North 13th Propco LLC                  | Delaware |
| 50 Greenleaf Way LLC                       | Delaware |
| 50 Town Court, LLC                         | Delaware |
| 500 Seven Fields Boulevard, LLC            | Delaware |
| 5000 Manchester Avenue LLC                 | Delaware |
| 5001 State Route 60 OH Owner LLC           | Delaware |
| 501 Thomas Jones Way PA Owner LLC          | Delaware |
| 5010 Grand Ridge Drive IA Owner LLC        | Delaware |
| 504 North River Road, LLC                  | Delaware |
| 505 North Maize Road, LLC                  | Delaware |
| 505 Weyman Road PA Owner LLC               | Delaware |
| 509 East Joppa Road MD Owner LLC           | Delaware |
| 515 Brightfield Road MD Owner LLC          | Delaware |
| 517 South Erie Street MI Owner LLC         | Delaware |
| 523 N Main Street Propco LLC               | Delaware |
| 5300 West 29th Street, LLC                 | Delaware |
| 5301 Creedmoor Road, LP                    | Delaware |

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| 5330 W Michael Drive LLC                   | Delaware         |
| 5401 Sawyer Road FL Owner LLC              | Delaware         |
| 5455 Glenridge Drive, NE, LLC              | Delaware         |
| 550 Jessup Road NJ Owner LLC               | Delaware         |
| 550 South Carlin Springs Road VA Owner LLC | Delaware         |
| 550 South Negley Avenue PA Owner LLC       | Delaware         |
| 5511 Swift Road FL Owner LLC               | Delaware         |
| 5521 Village Creek Drive, LLC              | Delaware         |
| 555 N New Ballas Road LLC                  | Delaware         |
| 557140 B.C. Ltd.                           | British Columbia |
| 5601 South Orchard Street WA Owner LLC     | Delaware         |
| 5609 Fifth Avenue PA Owner LLC             | Delaware         |
| 5651 Limestone Road DE Owner LLC           | Delaware         |
| 5939 Roosevelt Boulevard, LLC              | Kansas           |
| 5999 N. University Drive, LLC              | Delaware         |
| 60 Highland Road PA Owner LLC              | Delaware         |
| 60 Stafford Street LLC                     | Delaware         |
| 600 Sulphur Springs Road SC Owner LLC      | Delaware         |
| 600 W Ogden Avenue IL Owner LLC            | Delaware         |
| 600 West Valley Forge Road PA Owner LLC    | Delaware         |
| 601 Sulphur Springs Road SC Owner LLC      | Delaware         |
| 601 West Highway 6 LLC                     | Delaware         |
| 6011 Farrington Road LLC                   | Delaware         |
| 6025 North Assembly Street WA Owner LLC    | Delaware         |
| 6144 Airport Boulevard LLC                 | Delaware         |
| 6300 W 95th Street IL Owner LLC            | Delaware         |
| 640 Bethlehem Pike PA Owner LLC            | Delaware         |
| 6530 Democracy Boulevard MD Owner LLC      | Delaware         |
| 6600 Ridge Road MD Owner LLC               | Delaware         |
| 6605 Quail Hollow Road, LLC                | Delaware         |
| 700 Foulk Road DE Owner LLC                | Delaware         |
| 7001 Forest Avenue, LLC                    | Delaware         |
| 7001 North Charles Street MD Owner LLC     | Delaware         |
| 701 W. 71st Street South, LLC              | Delaware         |
| 7025 Lilley Road MI Owner LLC              | Delaware         |
| 709 Rice Avenue SC Owner LLC               | Delaware         |
| 7225 Boca Del Mar Drive FL Owner LLC       | Delaware         |
| 724 North Charlotte Street PA Owner LLC    | Delaware         |
| 73 East Landlord LLC                       | Ohio             |
| 73 East Tenant LLC                         | Delaware         |
| 730 N Spring Tenant LLC                    | Delaware         |
| 731 Old Buck Lane, LLC                     | Delaware         |
| 7395 West Eastman Place CO Owner LLC       | Delaware         |
| 74350 Country Club Drive CA Owner LLC      | Delaware         |
| 7442 Frank Avenue LLC                      | Delaware         |
| 7743 County Road 1 OH Owner LLC            | Delaware         |
| 7807 Upland Way CA Owner LLC               | Delaware         |
| 7850-7880 West College Drive Owner LLC     | Delaware         |
| 79 Flint Road Inc.                         | Virginia         |
| 7900 Creedmoor Road, LP                    | Delaware         |
| 7902 South Mingo Road East, LLC            | Delaware         |
| 800 Canadian Trails Drive, LLC             | Delaware         |
| 800 Court Street Circle PA Owner LLC       | Delaware         |
| 800 Mulholland Street MI Owner LLC         | Delaware         |
| 800 Oregon Street LLC                      | Delaware         |
| 8001 Red Buckeye Landlord LLC              | Ohio             |
| 8001 Red Buckeye Tenant LLC                | Delaware         |
| 815 East Locust Street IA Owner LLC        | Delaware         |

|  |                  |
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| 815 South 200 West Propco LLC          | Delaware         |
| 8200 Mentor Hills Drive OH Owner LLC   | Delaware         |
| 8220 Natures Way, LLC                  | Delaware         |
| 831 Santa Barbara Boulevard, LLC       | Delaware         |
| 833 Sixteenth Avenue IL Owner LLC      | Delaware         |
| 83rd Street ALF, LLC                   | Kansas           |
| 85 Third Street OH Owner LLC           | Delaware         |
| 850 Applegrove Landlord LLC            | Ohio             |
| 850 Applegrove Tenant LLC              | Delaware         |
| 8551 Darrow Road OH Owner LLC          | Delaware         |
| 865 Maxtown Landlord LLC               | Ohio             |
| 870 Patricia Avenue FL Owner LLC       | Delaware         |
| 8700 Jones Mill Road MD Owner LLC      | Delaware         |
| 880 Greendale Avenue LLC               | Delaware         |
| 885 MacBeth Drive PA Owner LLC         | Delaware         |
| 8888 Ladue Road LLC                    | Delaware         |
| 90 Avenue S.W. Property Inc.           | British Columbia |
| 90 West Avenue, LLC                    | Delaware         |
| 900 Tuck Street PA Owner LLC           | Delaware         |
| 901 West Third Street IA Owner LLC     | Delaware         |
| 9055 West Sprague Road OH Owner LLC    | Delaware         |
| 9108-9458 Quebec Inc.                  | Quebec           |
| 9128-6757 Quebec Inc.                  | Quebec           |
| 9150 Allen Road MI Owner LLC           | Delaware         |
| 9150 Lakeshore Landlord LLC            | Ohio             |
| 9150 Lakeshore Tenant LLC              | Delaware         |
| 9168-0215 Quebec Inc.                  | Quebec           |
| 9188-4502 Quebec Inc.                  | Quebec           |
| 9189-2042 Quebec Inc.                  | Quebec           |
| 9198-9541 Quebec Inc.                  | Quebec           |
| 9208-0837 Quebec Inc.                  | Quebec           |
| 925 West South Boulevard MI Owner LLC  | Delaware         |
| 9307-0985 Quebec Inc.                  | Quebec           |
| 9307-1306 Quebec Inc.                  | Quebec           |
| 9307-1348 Quebec Inc.                  | Quebec           |
| 9314-3410 Quebec Inc.                  | Quebec           |
| 939 Portage Landlord LLC               | Ohio             |
| 939 Portage Tenant LLC                 | Delaware         |
| 940 Maple Avenue IL Owner LLC          | Delaware         |
| 940 Walnut Bottom Road PA Owner LLC    | Delaware         |
| 9401 South Kostner Avenue IL Owner LLC | Delaware         |
| 9500 Broadview Landlord LLC            | Ohio             |
| 9500 Broadview Tenant LLC              | Delaware         |
| Adrian Highway Opco LLC                | Delaware         |
| AH-WT Holdings LLC                     | Delaware         |
| AL Santa Monica Senior Housing, LP     | Delaware         |
| Alberta Acres Facility Inc.            | Ontario          |
| Alden Heights Owner LLC                | Delaware         |
| Allentown PCH, LLC                     | Pennsylvania     |
| Amherst View (Bath Road) Facility Inc. | Ontario          |
| Arden Park Owner TX LLC                | Delaware         |
| Arnprior Villa Facility Inc.           | Ontario          |
| Aspen Tower Investments Ltd            | Jersey           |
| Aspen Tower Partner 1 LLC              | Delaware         |
| Aspen Tower Partner 10 LLC             | Delaware         |
| Aspen Tower Partner 11 LLC             | Delaware         |
| Aspen Tower Partner 2 LLC              | Delaware         |
| Aspen Tower Partner 3 LLC              | Delaware         |

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| Aspen Tower Partner 4 LLC                     | Delaware       |
| Aspen Tower Partner 5 LLC                     | Delaware       |
| Aspen Tower Partner 6 LLC                     | Delaware       |
| Aspen Tower Partner 7 LLC                     | Delaware       |
| Aspen Tower Partner 8 LLC                     | Delaware       |
| Aspen Tower Partner 9 LLC                     | Delaware       |
| Aspen Tower Propco 1 Ltd                      | United Kingdom |
| Aspen Tower Propco 2 Limited                  | United Kingdom |
| Aspen Tower Propco 4 Ltd                      | United Kingdom |
| Aspen Tower Propco 7 Limited                  | United Kingdom |
| Aspen Tower Propco 8 Limited                  | United Kingdom |
| Aspen Tower Properties (Adderbury) Ltd        | Jersey         |
| Aspen Tower Properties (Bath) Ltd             | Jersey         |
| Aspen Tower Properties (Bournville) Ltd       | Jersey         |
| Aspen Tower Properties (Lane End) Ltd         | Jersey         |
| Aspen Tower Properties (Little Bookham) Ltd   | Jersey         |
| Aspen Tower Properties (Newbury) Ltd          | Jersey         |
| Aspen Tower Properties (Solihull) Ltd         | Jersey         |
| Aspen Tower Properties (Sutton Coldfield) Ltd | Jersey         |
| Aspen Tower Properties (Sutton) Ltd           | Jersey         |
| Aspen Tower Properties (Woking) Ltd           | Jersey         |
| Aspen Tower Properties Holdco Ltd             | Jersey         |
| Aurora Guardian Holdco IV, LLC                | Delaware       |
| Aurora Guardian Holdco V, LLC                 | Delaware       |
| Austin Katy Lane Owner LLC                    | Delaware       |
| B-X Middletown RI LLC                         | Delaware       |
| B-X Operations Holding Company LLC            | Delaware       |
| B-X Providence LLC                            | Delaware       |
| B-X Shelburne LLC                             | Delaware       |
| B-X Warwick LLC                               | Delaware       |
| B-XI Operations Holding Company LLC           | Delaware       |
| B-XII Operations Holding Company LLC          | Delaware       |
| B-XIV Operations Holding Company LLC          | Delaware       |
| BAL Holdings II, LLC                          | Delaware       |
| BAL Holdings VII, LLC                         | Delaware       |
| BAL Howell LLC                                | Delaware       |
| BAL Longwood LLC                              | Pennsylvania   |
| Ballard Healthcare Investors, LLC             | Delaware       |
| Bayfield Court Operations Limited             | United Kingdom |
| Bear Creek Ctr Realty LLC                     | Delaware       |
| Bel Air Healthcare Investors, LLC             | Delaware       |
| Bella Terra RIDEA Landlord LLC                | Delaware       |
| Bella Terra RIDEA Tenant LLC                  | Delaware       |
| Belmont Village Buckhead Tenant, LLC          | Delaware       |
| Belmont Village Buffalo Grove Tenant, LLC     | Delaware       |
| Belmont Village Buffalo Grove, L.L.C.         | Delaware       |
| Belmont Village Burbank Tenant, LLC           | Delaware       |
| Belmont Village Burbank, LLC                  | Delaware       |
| Belmont Village Cardiff Tenant, LLC           | Delaware       |
| Belmont Village Carol Stream, L.L.C.          | Delaware       |
| Belmont Village Encino Tenant, LLC            | Delaware       |
| Belmont Village Encino, LLC                   | Delaware       |
| Belmont Village Geneva Road Tenant, LLC       | Delaware       |
| Belmont Village Glenview Tenant, LLC          | Delaware       |
| Belmont Village Glenview, L.L.C.              | Delaware       |
| Belmont Village Green Hills Tenant, LLC       | Delaware       |
| Belmont Village Hollywood Tenant, LLC         | Delaware       |
| Belmont Village Hollywood, LLC                | Delaware       |

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| Belmont Village Johns Creek Tenant, LLC         | Delaware         |
| Belmont Village Landlord 3, LLC                 | Delaware         |
| Belmont Village Landlord 4, LP                  | Delaware         |
| Belmont Village Landlord, LLC                   | Delaware         |
| Belmont Village Memphis Tenant, LLC             | Delaware         |
| Belmont Village Oak Park Tenant, LLC            | Delaware         |
| Belmont Village Oak Park, L.L.C.                | Delaware         |
| Belmont Village Rancho Palos Verdes Tenant, LLC | Delaware         |
| Belmont Village RPV, LLC                        | Delaware         |
| Belmont Village Sabre Springs Tenant, LLC       | Delaware         |
| Belmont Village San Jose Tenant, LLC            | Delaware         |
| Belmont Village San Jose, LLC                   | Delaware         |
| Belmont Village St. Matthews Tenant, LLC        | Delaware         |
| Belmont Village St. Matthews, L.L.C.            | Delaware         |
| Belmont Village Sunnyvale Tenant, LLC           | Delaware         |
| Belmont Village Sunnyvale, LLC                  | Delaware         |
| Belmont Village Tenant 2, LLC                   | Delaware         |
| Belmont Village Tenant 3, LLC                   | Delaware         |
| Belmont Village Tenant, LLC                     | Delaware         |
| Belmont Village Turtle Creek Tenant, LLC        | Delaware         |
| Belmont Village West Lake Hills Tenant, LLC     | Delaware         |
| Belmont Village West University Tenant, LLC     | Delaware         |
| Belmont Village Westwood Tenant, LLC            | Delaware         |
| Benchmark Investments X LP                      | Delaware         |
| Benchmark Investments XI LP                     | Delaware         |
| Benchmark Investments XII LP                    | Delaware         |
| Benchmark Investments XIV LLC                   | Delaware         |
| Berkshire Subtenant LP                          | Delaware         |
| Beverly RIDEA Tenant LLC                        | Delaware         |
| BKD-HCN Landlord, LLC                           | Delaware         |
| BKD-HCN Tenant, LLC                             | Delaware         |
| Blue Oaks Property Owner LLC                    | Delaware         |
| Broadway 85th Tenant LLC                        | Delaware         |
| Brockport Tenant, LLC                           | Delaware         |
| Brockville Facility Inc.                        | Ontario          |
| Brooklyn Healthcare Investors, LLC              | Delaware         |
| Broomfield CO Senior Living Owner, LLC          | Delaware         |
| Burbank Subtenant LP                            | Delaware         |
| BurrOakCommonsPlus, LLC                         | Ohio             |
| Care Cal JV LLC                                 | Delaware         |
| Cassils Road West Property Inc.                 | British Columbia |
| Castle Rock Healthcare Investors, LLC           | Delaware         |
| CCRC Social Club LLC                            | Delaware         |
| Cerritos Subtenant LP                           | Delaware         |
| Chapel Hill II JV Sub, LLC                      | Delaware         |
| Chapel Hill II JV, LLC                          | Delaware         |
| Churchill Belleair Towers LLC                   | Delaware         |
| Churchill Eastdale Estates LLC                  | Delaware         |
| Churchill Facility Inc.                         | Ontario          |
| Churchill Hawaii Kai Owner LLC                  | Delaware         |
| Churchill NEC Owner LLC                         | Delaware         |
| Churchill Park Plaza LLC                        | Delaware         |
| Churchill Portfolio Holdings Inc.               | Delaware         |
| Churchill Property Portfolio Holdco LP          | Delaware         |
| Churchill Property Portfolio Owner LP           | Delaware         |
| Churchill REIT Holdco LLC                       | Delaware         |
| Churchill REIT LLC                              | Delaware         |
| Churchill RIDEA Holdco LLC                      | Delaware         |



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| Churchill University Oaks LLC         | Delaware         |
| Churchill Windlands East LLC          | Delaware         |
| Cincinnati Physicians, LLC            | Delaware         |
| Claremont Facility Inc.               | Ontario          |
| Cleaver Road Opco LLC                 | Delaware         |
| Cleburne AL GP, LLC                   | Texas            |
| Cleburne AL Partners, L.P.            | Texas            |
| Clinton Care 2022, LLC                | Delaware         |
| Clover Communities Beavercreek LLC    | Ohio             |
| Clover Communities Bethel Park LLC    | Delaware         |
| Clover Communities Brighton LLC       | Delaware         |
| Clover Communities Camillus LLC       | New York         |
| Clover Communities Fries, LLC         | New York         |
| Clover Communities Hamilton LLC       | Ohio             |
| Clover Communities Harborcreek, L.P.  | Pennsylvania     |
| Clover Communities Independence LLC   | Delaware         |
| Clover Communities Johnson City, LLC  | New York         |
| Clover Communities Lancaster, LLC     | New York         |
| Clover Communities Lorain LLC         | Ohio             |
| Clover Communities Miami LLC          | Delaware         |
| Clover Communities New Hartford, LLC  | New York         |
| Clover Communities North Fayette, LLC | Delaware         |
| Clover Communities Painesville LLC    | Delaware         |
| Clover Communities Scranton, LLC      | Delaware         |
| Clover Communities Southwestern LLC   | New York         |
| Clover Communities Sweethome, LLC     | New York         |
| Clover Communities Sylvania LLC       | Ohio             |
| Clover Communities Taylor LLC         | Delaware         |
| Columbia Boulevard West Property Inc. | British Columbia |
| Conroe MC GP, LLC                     | Texas            |
| Conroe MC Partners, L.P.              | Texas            |
| Coon Rapids Healthcare Investors, LLC | Delaware         |
| Coopers Corner Inc.                   | Virginia         |
| Coopers Corner Tenant LLC             | Delaware         |
| Coppell ALF, LLC                      | Kansas           |
| Cortland Hills Owner LLC              | Delaware         |
| Coventry Subtenant LP                 | Delaware         |
| CPF Landlord, LLC                     | Delaware         |
| CSH-HCN Lessee (Alexander) LP         | Ontario          |
| CSH-HCN Lessee (Archer) LP            | Ontario          |
| CSH-HCN Lessee (Avondale) LP          | Ontario          |
| CSH-HCN Lessee (Belcourt) LP          | Ontario          |
| CSH-HCN Lessee (Boulogne) LP          | Ontario          |
| CSH-HCN Lessee (Chicoutimi) LP        | Ontario          |
| CSH-HCN Lessee (Christopher) LP       | Ontario          |
| CSH-HCN Lessee (Ecores) LP            | Ontario          |
| CSH-HCN Lessee (Fountains) LP         | Ontario          |
| CSH-HCN Lessee (Giffard) LP           | Ontario          |
| CSH-HCN Lessee (Gordon) LP            | Ontario          |
| CSH-HCN Lessee (Harmonie) LP          | Ontario          |
| CSH-HCN Lessee (Heritage) LP          | Ontario          |
| CSH-HCN Lessee (Imperial) LP          | Ontario          |
| CSH-HCN Lessee (Jonquiere) LP         | Ontario          |
| CSH-HCN Lessee (Kingsville) LP        | Ontario          |
| CSH-HCN Lessee (l'Atrium) LP          | Ontario          |
| CSH-HCN Lessee (l'Ermitage) LP        | Ontario          |
| CSH-HCN Lessee (L'Estrie) LP          | Ontario          |
| CSH-HCN Lessee (Lachine) LP           | Ontario          |

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| CSH-HCN Lessee (Lansing) LP             | Ontario          |
| CSH-HCN Lessee (Laviolette) LP          | Ontario          |
| CSH-HCN Lessee (Leamington) LP          | Ontario          |
| CSH-HCN Lessee (Livingston) LP          | Ontario          |
| CSH-HCN Lessee (Marquis) LP             | Ontario          |
| CSH-HCN Lessee (McConnell) LP           | Ontario          |
| CSH-HCN Lessee (Notre-Dame) LP          | Ontario          |
| CSH-HCN Lessee (Pines) LP               | Ontario          |
| CSH-HCN Lessee (Pointe-Aux-Trembles) LP | Ontario          |
| CSH-HCN Lessee (Renaissance) LP         | Ontario          |
| CSH-HCN Lessee (Rideau) LP              | Ontario          |
| CSH-HCN Lessee (Rive-Sud) LP            | Ontario          |
| CSH-HCN Lessee (Royalcliffe) LP         | Ontario          |
| CSH-HCN Lessee (Saguenay) LP            | Ontario          |
| CSH-HCN Lessee (Saint-Jerome) LP        | Ontario          |
| CSH-HCN Lessee (Scarlett) LP            | Ontario          |
| CSH-HCN Lessee (Tranquility) LP         | Ontario          |
| CSH-HCN Lessee (Trembles) LP            | Ontario          |
| CSH-HCN Lessee (Wellesley) LP           | Ontario          |
| CW Property Inc.                        | British Columbia |
| Dawn Opco Limited                       | United Kingdom   |
| DELM Nursing, LLC                       | Pennsylvania     |
| Denton ALF, LLC                         | Kansas           |
| Denver Tenant, LLC                      | Delaware         |
| DFW ALF 1, LLC                          | Kansas           |
| DFW ALF 2, LLC                          | Kansas           |
| Dresden Village Owner LLC               | Delaware         |
| Dresden Village Tag Member LLC          | Delaware         |
| DRF Durango LLC                         | Minnesota        |
| DRF Fenton LLC                          | Minnesota        |
| DRF Gig Harbor LLC                      | Minnesota        |
| DRF Monticello Medical Building LLC     | Minnesota        |
| DRF South Valley LLC                    | Minnesota        |
| DRF Westminster LLC                     | Minnesota        |
| DSG-2010 Loans I, Inc.                  | Delaware         |
| DSL Landlord II, LLC                    | Delaware         |
| DSL Landlord, LLC                       | Delaware         |
| DSL Tenant II, LLC                      | Delaware         |
| DSL Tenant, LLC                         | Delaware         |
| Dublin Senior Community WPP, LLC        | Oklahoma         |
| Eagle Mountain AL GP, LLC               | Texas            |
| Eagle Mountain AL Partners, L.P.        | Texas            |
| Edgemont Facility Inc.                  | Ontario          |
| Element Acquisition Sub. 3, LLC         | Delaware         |
| Ely Street Opco LLC                     | Delaware         |
| EPC IHA LLC                             | Delaware         |
| EPC Sparti LLC                          | Delaware         |
| EPOCH at Hingham Subtenant, LLC         | Delaware         |
| EPOCH at Wellesley Subtenant, LLC       | Delaware         |
| EPOCH at Westford Subtenant, LLC        | Delaware         |
| EPOCH Landlord, LLC                     | Delaware         |
| EPOCH Tenant, LLC                       | Delaware         |
| Erwin NNN Landlord Group LLC            | Delaware         |
| Evergreen Place at Brockport Inc.       | Virginia         |
| EXT Holdco 1 LLC                        | Delaware         |
| EXT Holdco 10 LLC                       | Delaware         |
| EXT Holdco 11 LLC                       | Delaware         |
| EXT Holdco 12 LLC                       | Delaware         |

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| EXT Holdeo 13 LLC                       | Delaware         |
| EXT Holdeo 14 LLC                       | Delaware         |
| EXT Holdeo 15 LLC                       | Delaware         |
| EXT Holdeo 16 LLC                       | Delaware         |
| EXT Holdeo 17 LLC                       | Delaware         |
| EXT Holdeo 18 LLC                       | Delaware         |
| EXT Holdeo 19 LLC                       | Delaware         |
| EXT Holdeo 2 LLC                        | Delaware         |
| EXT Holdeo 20 LLC                       | Delaware         |
| EXT Holdeo 21 LLC                       | Delaware         |
| EXT Holdeo 22 LLC                       | Delaware         |
| EXT Holdeo 23 LLC                       | Delaware         |
| EXT Holdeo 24 LLC                       | Delaware         |
| EXT Holdeo 25 LLC                       | Delaware         |
| EXT Holdeo 26 LLC                       | Delaware         |
| EXT Holdeo 27 LLC                       | Delaware         |
| EXT Holdeo 28 LLC                       | Delaware         |
| EXT Holdeo 29 LLC                       | Delaware         |
| EXT Holdeo 3 LLC                        | Delaware         |
| EXT Holdeo 30 LLC                       | Delaware         |
| EXT Holdeo 31 LLC                       | Delaware         |
| EXT Holdeo 32 LLC                       | Delaware         |
| EXT Holdeo 33 LLC                       | Delaware         |
| EXT Holdeo 34 LLC                       | Delaware         |
| EXT Holdeo 35 LLC                       | Delaware         |
| EXT Holdeo 36 LLC                       | Delaware         |
| EXT Holdeo 37 LLC                       | Delaware         |
| EXT Holdeo 38 LLC                       | Delaware         |
| EXT Holdeo 39 LLC                       | Delaware         |
| EXT Holdeo 4 LLC                        | Delaware         |
| EXT Holdeo 40 LLC                       | Delaware         |
| EXT Holdeo 5 LLC                        | Delaware         |
| EXT Holdeo 6 LLC                        | Delaware         |
| EXT Holdeo 7 LLC                        | Delaware         |
| EXT Holdeo 8 LLC                        | Delaware         |
| EXT Holdeo 9 LLC                        | Delaware         |
| Faribault Assisted Living, LLC          | Minnesota        |
| FC Trident Investment, LLC              | Delaware         |
| FC-GEN Acquisition, LLC                 | Delaware         |
| FC-GEN Real Estate, LLC                 | Delaware         |
| FCA Finance B Secured Party, LLC        | Delaware         |
| FHC Mount Vernon LLC                    | Minnesota        |
| Finco TRS Limited                       | United Kingdom   |
| First Tower Holdeo, LLC                 | Delaware         |
| First Tower Insurance, LLC              | Tennessee        |
| First Tower Partners LLC                | Vermont          |
| FLA-PALM COURT Limited Partnership      | Florida          |
| Fleetwood Villa Facility Inc.           | Ontario          |
| Flower Mound ALF, LLC                   | Kansas           |
| Frontier Exchange Landlord Group LLC    | Delaware         |
| G & L Tustin III, LP                    | Delaware         |
| G&L 4150 Regents LP                     | Delaware         |
| G&L 436 Bedford LLC                     | Delaware         |
| Gemini Las Colinas, L.L.C.              | Oklahoma         |
| Gen Three Lakeshore Place Corporation   | British Columbia |
| Genesis Eldercare LLC                   | Delaware         |
| Genesis Eldercare National Centers, LLC | Florida          |
| Genesis HC LLC                          | Pennsylvania     |

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| Genesis Healthcare Holding Company I, LLC                         | Delaware         |
| Genesis Meridian 7 Leasing Properties Limited Partnership, L.L.P. | Virginia         |
| Genesis Meridian 7 Partnership Holding Company L.L.C.             | Delaware         |
| Genoa Healthcare Investors, LLC                                   | Delaware         |
| Georgetown Mays Street Owner LLC                                  | Delaware         |
| GHC Sub LLC   | Delaware         |
| GHC Sub NJ LLC  | New Jersey       |
| GHC TRS LLC   | Delaware         |
| Gig Harbor Physicians, LLC  | Delaware         |
| Glacial MergerCo LLC  | Delaware         |
| Glastonbury Drive Opco LLC  | Delaware         |
| Glendale 51st Avenue Owner LLC                                    | Delaware         |
| Golden Gate Subtenant LP  | Delaware         |
| Golden Peaks Ctr Realty LLC                                       | Delaware         |
| Grace Lodge Care Operating S.a.r.l.                               | Luxembourg       |
| Gracewell Healthcare 1 Limited                                    | United Kingdom   |
| Gracewell Healthcare 4 Limited                                    | United Kingdom   |
| Gracewell Operations Holding Limited                              | United Kingdom   |
| Gracewell Properties Holdings Limited                             | Jersey           |
| Grove City Care 2015, LLC   | Michigan         |
| GWC-Broadway 85th Inc.  | Virginia         |
| GWC-Crestwood, Inc.   | Virginia         |
| GWC-Dix Hills, Inc.   | Virginia         |
| GWC-East 56th Street Inc.   | Virginia         |
| GWC-East Meadow, Inc.   | Virginia         |
| GWC-East Setauket, Inc.   | Virginia         |
| GWC-Glen Cove, Inc.   | Virginia         |
| GWC-Holbrook, Inc.  | Virginia         |
| GWC-Huntington Terrace Inc.                                       | Virginia         |
| GWC-New Dorp Inc.   | Virginia         |
| GWC-Plainview, Inc.   | Virginia         |
| GWC-Savoy Inc.  | Virginia         |
| GWC-West Babylon, Inc.  | Virginia         |
| Hammonds Lane Meridian Limited Partnership                        | Maryland         |
| Hampton Villa Owner LLC   | Delaware         |
| Harnett Health Investors, LP                                      | Virginia         |
| Harrison Park Owner LLC   | Delaware         |
| HawthorneCommonsPlus, LLC   | Ohio             |
| HCN (Dufferin) Property Ltd.                                      | Ontario          |
| HCN (Pembroke) Property Inc.                                      | British Columbia |
| HCN (ROSEHILL) PROPERTY INC.                                      | Ontario          |
| HCN (Stonehaven) Property Inc.                                    | British Columbia |
| HCN (Terrasses Versailles) Property Ltd.                          | Ontario          |
| HCN Canadian Holdings GP-1 Ltd.                                   | Ontario          |
| HCN Canadian Holdings LP-1 ULC                                    | British Columbia |
| HCN Canadian Holdings-1 LP  | Ontario          |
| HCN Canadian Holdings-1 Subco ULC                                 | British Columbia |
| HCN Canadian Investment (Dufferin) LP                             | Ontario          |
| HCN Canadian Investment (Newman) LP                               | Ontario          |
| HCN Canadian Investment (Quebec) Holdings LP                      | Ontario          |
| HCN Canadian Investment (Regency) Holdings LP                     | Ontario          |
| HCN Canadian Investment (Regency) LP                              | Ontario          |
| HCN Canadian Investment (Regent Park) LP                          | Ontario          |
| HCN Canadian Investment (Teasdale) LP                             | Ontario          |
| HCN Canadian Investment (Terrasses Versailles) LP                 | Ontario          |
| HCN Canadian Investment-4 LP                                      | Ontario          |
| HCN Canadian Investment-5 LP                                      | Ontario          |
| HCN Canadian Leasing (British Columbia) Ltd.                      | British Columbia |

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| HCN Canadian Leasing Ltd.                     | Ontario          |
| HCN Canadian Leasing-4 Ltd.                   | British Columbia |
| HCN Canadian Management Services ULC          | British Columbia |
| HCN Development Services Group, Inc.          | Indiana          |
| HCN DownREIT Member GP, LLC                   | Delaware         |
| HCN DownREIT Member JV, LP                    | Delaware         |
| HCN DownREIT Member, LLC                      | Delaware         |
| HCN DSL Member GP, LLC                        | Delaware         |
| HCN DSL Member JV, LP                         | Delaware         |
| HCN DSL Member TRS, LLC                       | Delaware         |
| HCN Emerald Holdings, LLC                     | Delaware         |
| HCN Finco TRS Limited                         | United Kingdom   |
| HCN G&L DownREIT II GP, LLC                   | Delaware         |
| HCN G&L DownREIT II, LLC                      | Delaware         |
| HCN G&L DownREIT LLC                          | Delaware         |
| HCN G&L Holy Cross Sub, LLC                   | Delaware         |
| HCN G&L Roxbury Sub, LLC                      | Delaware         |
| HCN G&L Santa Clarita Sub, LLC                | Delaware         |
| HCN G&L Valencia Sub, LLC                     | Delaware         |
| HCN Interra Lake Travis LTACH, LLC            | Delaware         |
| HCN Investment (Dufferin) GP Ltd.             | Ontario          |
| HCN Investment (Newman) GP Ltd.               | Ontario          |
| HCN Investment (Quebec) Holdings GP Ltd.      | Ontario          |
| HCN Investment (Regency) GP Ltd.              | Ontario          |
| HCN Investment (Regency) Holdings GP Ltd.     | Ontario          |
| HCN Investment (Regent Park) GP Ltd.          | Ontario          |
| HCN Investment (Teasdale) GP Ltd.             | Ontario          |
| HCN Investment (Terrasses Versailles) GP Ltd. | Ontario          |
| HCN Investment GP-1 Ltd.                      | Ontario          |
| HCN Investment GP-4 Ltd.                      | Ontario          |
| HCN Investment GP-5 Ltd.                      | Ontario          |
| HCN Kensington Victoria Leasing Ltd.          | British Columbia |
| HCN Lake Travis Holdings, LLC                 | Delaware         |
| HCN Lake Travis Property Two, LLC             | Delaware         |
| HCN Lessee (Pembroke) GP Inc.                 | British Columbia |
| HCN Lessee (Pembroke) LP                      | Ontario          |
| HCN Lessee (Stonehaven) GP Inc.               | British Columbia |
| HCN Lessee (Stonehaven) LP                    | Ontario          |
| HCN Ross Leasing Ltd.                         | Ontario          |
| HCN Share Holdings JV GP, LLC                 | Delaware         |
| HCN Sunwood Leasing Ltd.                      | British Columbia |
| HCN UK Holdco Limited                         | Jersey           |
| HCN UK Investments Limited                    | Jersey           |
| HCN UK Management Services Limited            | United Kingdom   |
| HCN-Cogir Lessee GP Inc.                      | Ontario          |
| HCN-Cogir Lessee LP                           | Ontario          |
| HCN-Revera (Annex) Inc.                       | Ontario          |
| HCN-Revera (Appleby Place) Inc.               | Ontario          |
| HCN-Revera (Aspen Ridge) Inc.                 | Ontario          |
| HCN-Revera (Beechwood) Inc.                   | Ontario          |
| HCN-Revera (Bough Beeches Place) Inc.         | Ontario          |
| HCN-Revera (Centennial Park Place) Inc.       | Ontario          |
| HCN-Revera (Churchill Place) Inc.             | Ontario          |
| HCN-Revera (Colonel By) Inc.                  | Ontario          |
| HCN-Revera (Don Mills/Donway Place) Inc.      | Ontario          |
| HCN-Revera (Edinburgh) Inc.                   | Ontario          |
| HCN-Revera (Evergreen) Inc.                   | Ontario          |
| HCN-Revera (Forest Hill Place) Inc.           | Ontario          |

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| HCN-Revera (Glynnwood) Inc.                       | Ontario          |
| HCN-Revera (Hollyburn House) Inc.                 | Ontario          |
| HCN-Revera (Inglewood) Inc.                       | Ontario          |
| HCN-Revera (Kensington Victoria) Inc.             | Ontario          |
| HCN-Revera (Kensington) Inc.                      | Ontario          |
| HCN-Revera (Leaside) Inc.                         | Ontario          |
| HCN-Revera (Parkwood Court) Inc.                  | Ontario          |
| HCN-Revera (Parkwood Manor) Inc.                  | Ontario          |
| HCN-Revera (Parkwood Place) Inc.                  | Ontario          |
| HCN-Revera (Rayoak Place) Inc.                    | Ontario          |
| HCN-Revera (Regal) Limited Partnership            | Ontario          |
| HCN-Revera (River Ridge) Inc.                     | Ontario          |
| HCN-Revera (Valley Stream) Inc.                   | Ontario          |
| HCN-Revera (Weber) Inc.                           | Ontario          |
| HCN-Revera (Wellington) Inc.                      | Ontario          |
| HCN-Revera (Westwood) Inc.                        | Ontario          |
| HCN-Revera (Whitecliff) Inc.                      | Ontario          |
| HCN-Revera (Windermere on the Mount) Inc.         | Ontario          |
| HCN-Revera Joint Venture GP Inc.                  | Ontario          |
| HCN-Revera Joint Venture Limited Partnership      | Ontario          |
| HCN-Revera Joint Venture ULC                      | British Columbia |
| HCN-Revera Lessee (Alta Vista) GP Inc.            | Ontario          |
| HCN-Revera Lessee (Alta Vista) LP                 | Ontario          |
| HCN-Revera Lessee (Annex) GP Inc.                 | Ontario          |
| HCN-Revera Lessee (Annex) LP                      | Ontario          |
| HCN-Revera Lessee (Appleby Place) GP Inc.         | Ontario          |
| HCN-Revera Lessee (Appleby Place) LP              | Ontario          |
| HCN-Revera Lessee (Arnprior Villa) GP Inc.        | Ontario          |
| HCN-Revera Lessee (Arnprior Villa) LP             | Ontario          |
| HCN-Revera Lessee (Aspen Ridge) GP Inc.           | Ontario          |
| HCN-Revera Lessee (Aspen Ridge) LP                | Ontario          |
| HCN-Revera Lessee (Barrhaven) GP Inc.             | Ontario          |
| HCN-Revera Lessee (Barrhaven) LP                  | Ontario          |
| HCN-Revera Lessee (Beechwood) GP Inc.             | Ontario          |
| HCN-Revera Lessee (Beechwood) LP                  | Ontario          |
| HCN-Revera Lessee (Bentley Moose Jaw) GP Inc.     | Ontario          |
| HCN-Revera Lessee (Bentley Moose Jaw) LP          | Ontario          |
| HCN-Revera Lessee (Bentley Regina) GP Inc.        | Ontario          |
| HCN-Revera Lessee (Bentley Regina) LP             | Ontario          |
| HCN-Revera Lessee (Bentley Saskatoon) GP Inc.     | Ontario          |
| HCN-Revera Lessee (Bentley Saskatoon) LP          | Ontario          |
| HCN-Revera Lessee (Bentley Swift Current) GP Inc. | Ontario          |
| HCN-Revera Lessee (Bentley Swift Current) LP      | Ontario          |
| HCN-Revera Lessee (Bentley Yorkton) GP Inc.       | Ontario          |
| HCN-Revera Lessee (Bentley Yorkton) LP            | Ontario          |
| HCN-Revera Lessee (Birkdale) GP Inc.              | Ontario          |
| HCN-Revera Lessee (Birkdale) LP                   | Ontario          |
| HCN-Revera Lessee (Bough Beeches Place) GP Inc.   | Ontario          |
| HCN-Revera Lessee (Bough Beeches Place) LP        | Ontario          |
| HCN-Revera Lessee (Bradgate Arms) GP Inc.         | Ontario          |
| HCN-Revera Lessee (Bradgate Arms) LP              | Ontario          |
| HCN-Revera Lessee (Briargate) GP Inc.             | Ontario          |
| HCN-Revera Lessee (Briargate) LP                  | Ontario          |
| HCN-Revera Lessee (Bridlewood Manor) GP Inc.      | Ontario          |
| HCN-Revera Lessee (Bridlewood Manor) LP           | Ontario          |
| HCN-Revera Lessee (Cambridge) GP Inc.             | Ontario          |
| HCN-Revera Lessee (Cambridge) LP                  | Ontario          |
| HCN-Revera Lessee (Cedarcroft Place) GP Inc.      | Ontario          |

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| HCN-Revera Lessee (Cedarcroft Place) LP           | Ontario |
| HCN-Revera Lessee (Centennial Park Place) GP Inc. | Ontario |
| HCN-Revera Lessee (Centennial Park Place) LP      | Ontario |
| HCN-Revera Lessee (Chateau Renoir) GP Inc.        | Ontario |
| HCN-Revera Lessee (Chateau Renoir) LP             | Ontario |
| HCN-Revera Lessee (Chatham) GP Inc.               | Ontario |
| HCN-Revera Lessee (Chatham) LP                    | Ontario |
| HCN-Revera Lessee (Churchill Place) GP Inc.       | Ontario |
| HCN-Revera Lessee (Churchill Place) LP            | Ontario |
| HCN-Revera Lessee (Clair Matin) GP Inc.           | Ontario |
| HCN-Revera Lessee (Clair Matin) LP                | Ontario |
| HCN-Revera Lessee (Claremont) GP Inc.             | Ontario |
| HCN-Revera Lessee (Claremont) LP                  | Ontario |
| HCN-Revera Lessee (Colonel By) GP Inc.            | Ontario |
| HCN-Revera Lessee (Colonel By) LP                 | Ontario |
| HCN-Revera Lessee (Crofton Manor) GP Inc.         | Ontario |
| HCN-Revera Lessee (Crofton Manor) LP              | Ontario |
| HCN-Revera Lessee (Don Mills) GP Inc.             | Ontario |
| HCN-Revera Lessee (Don Mills) LP                  | Ontario |
| HCN-Revera Lessee (Donway Place) GP Inc.          | Ontario |
| HCN-Revera Lessee (Donway Place) LP               | Ontario |
| HCN-Revera Lessee (Dorchester) GP Inc.            | Ontario |
| HCN-Revera Lessee (Dorchester) LP                 | Ontario |
| HCN-Revera Lessee (Edgemont) GP Inc.              | Ontario |
| HCN-Revera Lessee (Edgemont) LP                   | Ontario |
| HCN-Revera Lessee (Edinburgh) GP Inc.             | Ontario |
| HCN-Revera Lessee (Edinburgh) LP                  | Ontario |
| HCN-Revera Lessee (Emerite de Brossard) GP Inc.   | Ontario |
| HCN-Revera Lessee (Emerite de Brossard) LP        | Ontario |
| HCN-Revera Lessee (Evergreen) GP Inc.             | Ontario |
| HCN-Revera Lessee (Evergreen) LP                  | Ontario |
| HCN-Revera Lessee (Fleetwood Villa) GP Inc.       | Ontario |
| HCN-Revera Lessee (Fleetwood Villa) LP            | Ontario |
| HCN-Revera Lessee (Forest Hill Place) GP Inc.     | Ontario |
| HCN-Revera Lessee (Forest Hill Place) LP          | Ontario |
| HCN-Revera Lessee (Franklin) GP Inc.              | Ontario |
| HCN-Revera Lessee (Franklin) LP                   | Ontario |
| HCN-Revera Lessee (Glynnwood) GP Inc.             | Ontario |
| HCN-Revera Lessee (Glynnwood) LP                  | Ontario |
| HCN-Revera Lessee (Grand Wood) GP Inc.            | Ontario |
| HCN-Revera Lessee (Grand Wood) LP                 | Ontario |
| HCN-Revera Lessee (Greenway) GP Inc.              | Ontario |
| HCN-Revera Lessee (Greenway) LP                   | Ontario |
| HCN-Revera Lessee (Heartland) GP Inc.             | Ontario |
| HCN-Revera Lessee (Heartland) LP                  | Ontario |
| HCN-Revera Lessee (Heritage Lodge) GP Inc.        | Ontario |
| HCN-Revera Lessee (Heritage Lodge) LP             | Ontario |
| HCN-Revera Lessee (Hollyburn House) GP Inc.       | Ontario |
| HCN-Revera Lessee (Hollyburn House) LP            | Ontario |
| HCN-Revera Lessee (Horizon Place) GP Inc.         | Ontario |
| HCN-Revera Lessee (Horizon Place) LP              | Ontario |
| HCN-Revera Lessee (Hunt Club Manor) GP Inc.       | Ontario |
| HCN-Revera Lessee (Hunt Club Manor) LP            | Ontario |
| HCN-Revera Lessee (Inglewood) GP Inc.             | Ontario |
| HCN-Revera Lessee (Inglewood) LP                  | Ontario |
| HCN-Revera Lessee (Jardins du Couvent) GP Inc.    | Ontario |
| HCN-Revera Lessee (Jardins du Couvent) LP         | Ontario |
| HCN-Revera Lessee (Jardins Interieurs) GP Inc.    | Ontario |

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| HCN-Revera Lessee (Jardins Interieurs) LP       | Ontario |
| HCN-Revera Lessee (Jardins Vaudreuil) GP Inc.   | Ontario |
| HCN-Revera Lessee (Jardins Vaudreuil) LP        | Ontario |
| HCN-Revera Lessee (Kensington Victoria) GP Inc. | Ontario |
| HCN-Revera Lessee (Kensington Victoria) LP      | Ontario |
| HCN-Revera Lessee (Kensington) GP Inc.          | Ontario |
| HCN-Revera Lessee (Kensington) LP               | Ontario |
| HCN-Revera Lessee (King Gardens) GP Inc.        | Ontario |
| HCN-Revera Lessee (King Gardens) LP             | Ontario |
| HCN-Revera Lessee (Kingsway) GP Inc.            | Ontario |
| HCN-Revera Lessee (Kingsway) LP                 | Ontario |
| HCN-Revera Lessee (Landmark Court) GP Inc.      | Ontario |
| HCN-Revera Lessee (Landmark Court) LP           | Ontario |
| HCN-Revera Lessee (Leaside) GP Inc.             | Ontario |
| HCN-Revera Lessee (Leaside) LP                  | Ontario |
| HCN-Revera Lessee (Lynwood) GP Inc.             | Ontario |
| HCN-Revera Lessee (Lynwood) LP                  | Ontario |
| HCN-Revera Lessee (Manoir Lafontaine) GP Inc.   | Ontario |
| HCN-Revera Lessee (Manoir Lafontaine) LP        | Ontario |
| HCN-Revera Lessee (Maplecrest) GP Inc.          | Ontario |
| HCN-Revera Lessee (Maplecrest) LP               | Ontario |
| HCN-Revera Lessee (Marian Chateau) GP Inc.      | Ontario |
| HCN-Revera Lessee (Marian Chateau) LP           | Ontario |
| HCN-Revera Lessee (McKenzie Towne) GP Inc.      | Ontario |
| HCN-Revera Lessee (McKenzie Towne) LP           | Ontario |
| HCN-Revera Lessee (Meadowlands) GP Inc.         | Ontario |
| HCN-Revera Lessee (Meadowlands) LP              | Ontario |
| HCN-Revera Lessee (Parkwood Court) GP Inc.      | Ontario |
| HCN-Revera Lessee (Parkwood Court) LP           | Ontario |
| HCN-Revera Lessee (Parkwood Manor) GP Inc.      | Ontario |
| HCN-Revera Lessee (Parkwood Manor) LP           | Ontario |
| HCN-Revera Lessee (Parkwood Place) GP Inc.      | Ontario |
| HCN-Revera Lessee (Parkwood Place) LP           | Ontario |
| HCN-Revera Lessee (Pavillon des Cedres) GP Inc. | Ontario |
| HCN-Revera Lessee (Pavillon des Cedres) LP      | Ontario |
| HCN-Revera Lessee (Plymouth) GP Inc.            | Ontario |
| HCN-Revera Lessee (Plymouth) LP                 | Ontario |
| HCN-Revera Lessee (Port Perry) GP Inc.          | Ontario |
| HCN-Revera Lessee (Port Perry) LP               | Ontario |
| HCN-Revera Lessee (Portobello) GP Inc.          | Ontario |
| HCN-Revera Lessee (Portobello) LP               | Ontario |
| HCN-Revera Lessee (Portsmouth) GP Inc.          | Ontario |
| HCN-Revera Lessee (Portsmouth) LP               | Ontario |
| HCN-Revera Lessee (Prince of Wales) GP Inc.     | Ontario |
| HCN-Revera Lessee (Prince of Wales) LP          | Ontario |
| HCN-Revera Lessee (Rayoak Place) GP Inc.        | Ontario |
| HCN-Revera Lessee (Rayoak Place) LP             | Ontario |
| HCN-Revera Lessee (Renaissance) GP Inc.         | Ontario |
| HCN-Revera Lessee (Renaissance) LP              | Ontario |
| HCN-Revera Lessee (River Ridge) GP Inc.         | Ontario |
| HCN-Revera Lessee (River Ridge) LP              | Ontario |
| HCN-Revera Lessee (Riverbend) GP Inc.           | Ontario |
| HCN-Revera Lessee (Riverbend) LP                | Ontario |
| HCN-Revera Lessee (Scenic Acres) GP Inc.        | Ontario |
| HCN-Revera Lessee (Scenic Acres) LP             | Ontario |
| HCN-Revera Lessee (St. Lawrence Place) GP Inc.  | Ontario |
| HCN-Revera Lessee (St. Lawrence Place) LP       | Ontario |
| HCN-Revera Lessee (Stittsville Villa) GP Inc.   | Ontario |



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| HCN-Revera Lessee (Stittsville Villa) LP                | Ontario        |
| HCN-Revera Lessee (Sunwood) GP Inc.                     | Ontario        |
| HCN-Revera Lessee (Sunwood) LP                          | Ontario        |
| HCN-Revera Lessee (Terrace Gardens) GP Inc.             | Ontario        |
| HCN-Revera Lessee (Terrace Gardens) LP                  | Ontario        |
| HCN-Revera Lessee (The Churchill) GP Inc.               | Ontario        |
| HCN-Revera Lessee (The Churchill) LP                    | Ontario        |
| HCN-Revera Lessee (Trafalgar Lodge) GP Inc.             | Ontario        |
| HCN-Revera Lessee (Trafalgar Lodge) LP                  | Ontario        |
| HCN-Revera Lessee (Valley Stream) GP Inc.               | Ontario        |
| HCN-Revera Lessee (Valley Stream) LP                    | Ontario        |
| HCN-Revera Lessee (Waverley/Rosewood) GP Inc.           | Ontario        |
| HCN-Revera Lessee (Waverley/Rosewood) LP                | Ontario        |
| HCN-Revera Lessee (Weber) GP Inc.                       | Ontario        |
| HCN-Revera Lessee (Weber) LP                            | Ontario        |
| HCN-Revera Lessee (Wellington) GP Inc.                  | Ontario        |
| HCN-Revera Lessee (Wellington) LP                       | Ontario        |
| HCN-Revera Lessee (Westwood) GP Inc.                    | Ontario        |
| HCN-Revera Lessee (Westwood) LP                         | Ontario        |
| HCN-Revera Lessee (Whitecliff) GP Inc.                  | Ontario        |
| HCN-Revera Lessee (Whitecliff) LP                       | Ontario        |
| HCN-Revera Lessee (Windermere on the Mount) GP Inc.     | Ontario        |
| HCN-Revera Lessee (Windermere on the Mount) LP          | Ontario        |
| HCN-Revera Lessee (Windsor) GP Inc.                     | Ontario        |
| HCN-Revera Lessee (Windsor) LP                          | Ontario        |
| HCP Maryland Properties, LLC                            | Delaware       |
| HCRI 1950 Sunny Crest Drive, LLC                        | Delaware       |
| HCRI Allen Medical Facility, LLC                        | Delaware       |
| HCRI Ancillary TRS, Inc.                                | Delaware       |
| HCRI Connecticut Avenue Subtenant, LLC                  | Delaware       |
| HCRI Draper Place Properties Trust                      | Massachusetts  |
| HCRI Emerald Holdings III, LLC                          | Delaware       |
| HCRI Emerald Holdings, LLC                              | Delaware       |
| HCRI Fairmont Properties, LLC                           | Delaware       |
| HCRI Financial Services, LLC                            | Delaware       |
| HCRI Fore River Medical Facility, LLC                   | Delaware       |
| HCRI Holdings Trust                                     | Massachusetts  |
| HCRI Illinois Properties, LLC                           | Delaware       |
| HCRI Indiana Properties, LLC                            | Indiana        |
| HCRI Investments, Inc.                                  | Delaware       |
| HCRI Kansas Properties, LLC                             | Delaware       |
| HCRI Kentucky Properties, LLC                           | Kentucky       |
| HCRI Logistics, LLC                                     | Delaware       |
| HCRI Louisiana Properties, L.P.                         | Delaware       |
| HCRI Marina Place Properties Trust                      | Massachusetts  |
| HCRI Massachusetts Properties Trust                     | Massachusetts  |
| HCRI Massachusetts Properties Trust II                  | Massachusetts  |
| HCRI Massachusetts Properties, LLC                      | Delaware       |
| HCRI North Carolina Properties I, Inc.                  | North Carolina |
| HCRI North Carolina Properties II, Inc.                 | North Carolina |
| HCRI North Carolina Properties III, Limited Partnership | North Carolina |
| HCRI North Carolina Properties, LLC                     | Delaware       |
| HCRI NY-NJ Properties, LLC                              | Delaware       |
| HCRI of Folsom Tenant, LLC                              | California     |
| HCRI of Upland Tenant, LLC                              | California     |
| HCRI Pennsylvania Properties Holding Company            | Delaware       |
| HCRI Pennsylvania Properties, LLC                       | Pennsylvania   |
| HCRI Plano Medical Facility, LLC                        | Delaware       |

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| HCRI Purchasing, LLC                           | Delaware  |
| HCRI Red Fox ManCo, LLC                        | Delaware  |
| HCRI Roswell I Medical Facility, LLC           | Delaware  |
| HCRI Southern Investments I, LLC               | Delaware  |
| HCRI Sun III Minnetonka Senior Living, LLC     | Delaware  |
| HCRI Sun III Tenant GP, LLC                    | Delaware  |
| HCRI Sun III Tenant, LP                        | Delaware  |
| HCRI Sun Three Lombard IL Senior Living, LLC   | Delaware  |
| HCRI Sun Two Baton Rouge LA Senior Living, LLC | Delaware  |
| HCRI Sun Two Gilbert AZ Senior Living, LLC     | Delaware  |
| HCRI Sun Two Metairie LA Senior Living, LLC    | Delaware  |
| HCRI Tennessee Properties, LLC                 | Delaware  |
| HCRI Texas Properties, LLC                     | Delaware  |
| HCRI Texas Properties, Ltd.                    | Texas     |
| HCRI TRS Acquirer II, LLC                      | Delaware  |
| HCRI TRS Acquirer, LLC                         | Delaware  |
| HCRI TRS Trident Investment, LLC               | Delaware  |
| HCRI Tucson Properties, Inc.                   | Delaware  |
| HCRI Wilburn Gardens Properties, LLC           | Delaware  |
| HCRI Wisconsin Properties, LLC                 | Wisconsin |
| Health Care REIT, LLC                          | Delaware  |
| Healthcare Property Consultants LLC            | Delaware  |
| Healthcare Property Managers Of America, LLC   | Florida   |
| HealthLease U.S., Inc.                         | Delaware  |
| Heartis Amarillo GP, LLC                       | Texas     |
| Heartis Amarillo Partners, L.P.                | Texas     |
| Heartis Cypress GP, LLC                        | Texas     |
| Heartis Cypress Partners, L.P.                 | Texas     |
| Heat OP TRS, Inc.                              | Delaware  |
| Highland Healthcare Investors, LLC             | Delaware  |
| Hilltop Health Care Center, LLC                | Delaware  |
| Hingham Terry Drive I LLC                      | Delaware  |
| HL GP, LLC                                     | Indiana   |
| HRA Farmington Hills LLC                       | Delaware  |
| HT5 Borrower, LLC                              | Delaware  |
| Hunt Club Manor Facility Inc.                  | Ontario   |
| HUT ALF, LLC                                   | Kansas    |
| I.L.S. Care Communities Inc.                   | Manitoba  |
| Jupiter Landlord, LLC                          | Delaware  |
| Jupiter Tenant, LLC                            | Delaware  |
| Kaiser Gemini Burgundy, LLC                    | Oklahoma  |
| Kaiser Gemini Woodland, LLC                    | Oklahoma  |
| KB HC Real Estate Fund LLC                     | Delaware  |
| Kensington Property Owner LLC                  | Delaware  |
| Kensington Subtenant LP                        | Delaware  |
| Kensington Tenant LLC                          | Delaware  |
| Kentucky Avenue Opco LLC                       | Delaware  |
| Keystone Communities of Eagan, LLC             | Minnesota |
| Keystone Communities of Highland Park, LLC     | Delaware  |
| Keystone Communities of Mankato, LLC           | Minnesota |
| Keystone Communities of Prior Lake, LLC        | Minnesota |
| Keystone Communities of Roseville, LLC         | Delaware  |
| King Street Facility Inc.                      | Ontario   |
| Kingston Facility Inc.                         | Ontario   |
| Kroger Street Opco LLC                         | Delaware  |
| KSL Landlord, LLC                              | Delaware  |
| Lafayette Center Realty, LLC                   | Delaware  |
| Laguna Hills Subtenant LP                      | Delaware  |

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| Lakewood Manor Owner LLC                              | Delaware         |
| Lancaster PCH, LLC                                    | Pennsylvania     |
| Landmark Facility Inc.                                | Ontario          |
| Las Palmas Subtenant LP                               | Delaware         |
| Lenexa Investors II, LLC                              | Delaware         |
| Lenexa Investors, LLC                                 | Delaware         |
| Lenox Hill Owner LLC                                  | Delaware         |
| Leon Dorchester Facility Inc.                         | Ontario          |
| Lillington AL Health Investors, LP                    | Virginia         |
| Lititz PCH, LLC                                       | Pennsylvania     |
| Lotz Road Opco LLC                                    | Delaware         |
| LW Broomfield PropCo LLC                              | Delaware         |
| LW Fort Worth PropCo LLC                              | Delaware         |
| LW Jupiter PropCo LLC                                 | Delaware         |
| LW Mansfield PropCo LLC                               | Delaware         |
| LW McKinney PropCo LLC                                | Delaware         |
| Madera SNF Realty LLC                                 | California       |
| Maids Moreton Operations Limited                      | United Kingdom   |
| Marietta Physicians LLC                               | Delaware         |
| Markglen, LLC   | West Virginia    |
| Maverick Tenant, LLC                                  | Kansas           |
| McKenzie Towne Facility Inc.                          | Ontario          |
| Meadowlands Facility Inc.                             | Ontario          |
| Meadowood ALF, LLC                                    | Kansas           |
| Medical Real Estate Property Managers Of America, LLC | Florida          |
| Meerkat TRS LLC                                       | Delaware         |
| Merced SNF Realty LLC                                 | California       |
| Meridian Healthcare, LLC                              | Pennsylvania     |
| MG Landlord II, LLC                                   | Delaware         |
| MG Landlord, LLC                                      | Delaware         |
| MG Tenant, LLC  | Delaware         |
| MGP 42, LLC   | Delaware         |
| MGP 44, LLC   | Delaware         |
| MGP 45, LLC   | Delaware         |
| MGP 46, LLC   | Delaware         |
| MGP 47, LLC   | Delaware         |
| MGP 50, LLC   | Delaware         |
| MGP 51, LLC   | Delaware         |
| MGP 52, LLC   | Delaware         |
| MGP X, LLC  | Delaware         |
| Middletown (RI) Associates of Rhode Island, L.P.      | Delaware         |
| Midpark Way S.E. Property Inc.                        | British Columbia |
| Mill Creek Real Estate Partners, LLC                  | Delaware         |
| Mission Viejo Subtenant LP                            | Delaware         |
| Missionwood Holdings Ltd.                             | British Columbia |
| ML Marion, L.P.                                       | Indiana          |
| Modesto SNF Realty LLC                                | California       |
| Monarch Coopers Corner PropCo LLC                     | Delaware         |
| Monitor Road Opco LLC                                 | Delaware         |
| Montgomery Nursing Homes, LLC                         | Pennsylvania     |
| Monticello Healthcare Properties, LLC                 | Delaware         |
| Moorestown Physicians, LLC                            | Delaware         |
| Mount Vernon Physicians, LLC                          | Delaware         |
| Mountain View Tenant, LLC                             | Delaware         |
| MPG Crawfordsville, L.P.                              | Indiana          |
| MPG Healthcare L.P.                                   | Indiana          |
| MS Arlington, L.P.                                    | Indiana          |
| MS Avon, L.P.   | Indiana          |

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| MS Bradner, L.P.                                | Indiana          |
| MS Brecksville, L.P.                            | Indiana          |
| MS Castleton, L.P.                              | Indiana          |
| MS Chatham, L.P.                                | Indiana          |
| MS Chesterfield, L.P.                           | Indiana          |
| MS Danville, L.P.                               | Indiana          |
| MS Kokomo, L.P.                                 | Indiana          |
| MS Mishawaka, L.P.                              | Indiana          |
| MS Springfield, L.P.                            | Indiana          |
| MS Stafford, L.P.                               | Indiana          |
| MS Wabash, L.P.                                 | Indiana          |
| MS Westfield, L.P.                              | Indiana          |
| Murrieta Healthcare Investors, LLC              | Delaware         |
| Murrieta Healthcare Properties, LLC             | Delaware         |
| Naples Collier Boulevard Owner LLC              | Delaware         |
| Narrows Glen Property Owner LLC                 | Delaware         |
| Narrows Glen Subtenant LP                       | Delaware         |
| Natures Way ALF, LLC                            | Kansas           |
| Natures Way MCF, LLC                            | Kansas           |
| NC Sparti LLC                                   | Delaware         |
| Northbridge Burlington Subtenant LLC            | Delaware         |
| Northbridge Dartmouth Subtenant LLC             | Delaware         |
| Northbridge Needham Subtenant LLC               | Delaware         |
| Northbridge Newburyport Subtenant LLC           | Delaware         |
| Northbridge Plymouth Subtenant LLC              | Delaware         |
| Northbridge Tewksbury Subtenant LLC             | Delaware         |
| Northwood Retirement Resort Holding Corporation | British Columbia |
| Otay Landlord LLC                               | Delaware         |
| Otay Tenant LLC                                 | Delaware         |
| Overland Park Tenant, LLC                       | Delaware         |
| Owensboro KY Propco LLC                         | Delaware         |
| Owenton KY Propco LLC                           | Delaware         |
| PA Holdco 1 Allentown LLC                       | Delaware         |
| PA Holdco 1 Bedford LLC                         | Delaware         |
| PA Holdco 1 Bethel Park LLC                     | Delaware         |
| PA Holdco 1 Bethlehem 2021 LLC                  | Delaware         |
| PA Holdco 1 Bethlehem 2029 LLC                  | Delaware         |
| PA Holdco 1 Camp Hill LLC                       | Delaware         |
| PA Holdco 1 Canonsburg LLC                      | Delaware         |
| PA Holdco 1 Carlisle LLC                        | Delaware         |
| PA Holdco 1 Center City LLC                     | Delaware         |
| PA Holdco 1 Chambersburg LLC                    | Delaware         |
| PA Holdco 1 Dallastown LLC                      | Delaware         |
| PA Holdco 1 Easton LLC                          | Delaware         |
| PA Holdco 1 Exton LLC                           | Delaware         |
| PA Holdco 1 Greentree LLC                       | Delaware         |
| PA Holdco 1 Hatboro LLC                         | Delaware         |
| PA Holdco 1 Huntingdon Valley LLC               | Delaware         |
| PA Holdco 1 Jersey Shore LLC                    | Delaware         |
| PA Holdco 1 King of Prussia LLC                 | Delaware         |
| PA Holdco 1 Kingston Court LLC                  | Delaware         |
| PA Holdco 1 Lancaster LLC                       | Delaware         |
| PA Holdco 1 Laureldale LLC                      | Delaware         |
| PA Holdco 1 Lebanon LLC                         | Delaware         |
| PA Holdco 1 Monroeville LLC                     | Delaware         |
| PA Holdco 1 Montgomeryville LLC                 | Delaware         |
| PA Holdco 1 North Hills LLC                     | Delaware         |
| PA Holdco 1 North York LLC                      | Delaware         |

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| PA Holdco 1 Old Orchard LLC                    | Delaware         |
| PA Holdco 1 Pitt LLC                           | Delaware         |
| PA Holdco 1 Pottstown LLC                      | Delaware         |
| PA Holdco 1 Shadyside LLC                      | Delaware         |
| PA Holdco 1 Sinking Spring LLC                 | Delaware         |
| PA Holdco 1 Sunbury LLC                        | Delaware         |
| PA Holdco 1 Wallingford LLC                    | Delaware         |
| PA Holdco 1 West Reading LLC                   | Delaware         |
| PA Holdco 1 Whitehall LLC                      | Delaware         |
| PA Holdco 1 Yardley LLC                        | Delaware         |
| PA Holdco 1 York LLC                           | Delaware         |
| PA Holdco 2 Allentown LLC                      | Delaware         |
| PA Holdco 2 Bedford LLC                        | Delaware         |
| PA Holdco 2 Bethel Park LLC                    | Delaware         |
| PA Holdco 2 Bethlehem 2021 LLC                 | Delaware         |
| PA Holdco 2 Bethlehem 2029 LLC                 | Delaware         |
| PA Holdco 2 Camp Hill LLC                      | Delaware         |
| PA Holdco 2 Canonsburg LLC                     | Delaware         |
| PA Holdco 2 Carlisle LLC                       | Delaware         |
| PA Holdco 2 Center City LLC                    | Delaware         |
| PA Holdco 2 Chambersburg LLC                   | Delaware         |
| PA Holdco 2 Dallastown LLC                     | Delaware         |
| PA Holdco 2 Easton LLC                         | Delaware         |
| PA Holdco 2 Exton LLC                          | Delaware         |
| PA Holdco 2 Greentree LLC                      | Delaware         |
| PA Holdco 2 Hatboro LLC                        | Delaware         |
| PA Holdco 2 Huntingdon Valley LLC              | Delaware         |
| PA Holdco 2 Jersey Shore LLC                   | Delaware         |
| PA Holdco 2 King of Prussia LLC                | Delaware         |
| PA Holdco 2 Kingston Court LLC                 | Delaware         |
| PA Holdco 2 Lancaster LLC                      | Delaware         |
| PA Holdco 2 Laureldale LLC                     | Delaware         |
| PA Holdco 2 Lebanon LLC                        | Delaware         |
| PA Holdco 2 Monroeville LLC                    | Delaware         |
| PA Holdco 2 Montgomeryville LLC                | Delaware         |
| PA Holdco 2 North Hills LLC                    | Delaware         |
| PA Holdco 2 North York LLC                     | Delaware         |
| PA Holdco 2 Old Orchard LLC                    | Delaware         |
| PA Holdco 2 Pitt LLC                           | Delaware         |
| PA Holdco 2 Pottstown LLC                      | Delaware         |
| PA Holdco 2 Shadyside LLC                      | Delaware         |
| PA Holdco 2 Sinking Spring LLC                 | Delaware         |
| PA Holdco 2 Sunbury LLC                        | Delaware         |
| PA Holdco 2 Wallingford LLC                    | Delaware         |
| PA Holdco 2 West Reading LLC                   | Delaware         |
| PA Holdco 2 Whitehall LLC                      | Delaware         |
| PA Holdco 2 Yardley LLC                        | Delaware         |
| PA Holdco 2 York LLC                           | Delaware         |
| Paden Road Opco LLC                            | Delaware         |
| Palmer Healthcare Investors LLC                | Delaware         |
| Paramount Real Estate Services, Inc.           | Delaware         |
| Parkland Commons Subtenant, LLC                | Delaware         |
| Parkwood Retirement Resort Holding Corporation | British Columbia |
| Pelican Marsh Subtenant, LLC                   | Delaware         |
| Pelican Point Subtenant, LLC                   | Delaware         |
| Pflugerville Loop Owner LLC                    | Delaware         |
| Pleasant View I Realty, LLC                    | Delaware         |
| Pleasant View II Realty, LLC                   | Delaware         |

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| Portage Care 2015, LLC                        | Michigan         |
| Portsmouth Facility Inc.                      | Ontario          |
| Potomac Acquisition LLC                       | Delaware         |
| Poughkeepsie Hopewell Junction LLC            | Delaware         |
| Princeton Junction RIDEA Tenant LLC           | Delaware         |
| Providence Center Master Association, Inc.    | California       |
| PVL Landlord - BC, LLC                        | Delaware         |
| PVL Landlord - STL Hills, LLC                 | Delaware         |
| Queen Creek Ocotillo Road Owner LLC           | Delaware         |
| Queensbury Tenant, LLC                        | Delaware         |
| RC 101 E 87th Ave LLC                         | Delaware         |
| RedbudCommonsPlus, LLC                        | Ohio             |
| Redmond Partners, LLC                         | Delaware         |
| Redwood Tower Investments GP Limited          | Jersey           |
| Redwood Tower Investments Limited             | Jersey           |
| Redwood Tower Investments Limited Partnership | Jersey           |
| Redwood Tower Propco 1 Limited                | United Kingdom   |
| Redwood Tower Propco 2 Limited                | United Kingdom   |
| Redwood Tower Propco 3 Limited                | United Kingdom   |
| Regal Lifestyle (Birkdale) Inc.               | Ontario          |
| Regal Lifestyle (Chatham) Inc.                | Ontario          |
| Regal Lifestyle (Grand Wood) Inc.             | Ontario          |
| Regal Lifestyle (Lynwood) Inc.                | Ontario          |
| Regal Lifestyle (Port Perry) Inc.             | Ontario          |
| Regency Retirement Resorts Ltd.               | British Columbia |
| Regency Subtenant LP                          | Delaware         |
| Renoir Facility Inc.                          | Ontario          |
| Riverbend Facility Inc.                       | Ontario          |
| RiverVue Inc.                                 | Virginia         |
| RM Holdings GP LLC                            | Delaware         |
| RM10A Holdings, LLC                           | Delaware         |
| RM11A Holdings, LLC                           | Delaware         |
| RM12A Holdings, LLC                           | Delaware         |
| RM13A Holdings, LLC                           | Delaware         |
| RM14A Holdings, LLC                           | Delaware         |
| RM15 Holdings, LLC                            | Delaware         |
| RM16A Holdings, LLC                           | Delaware         |
| RM17 Holdings, LLC                            | Delaware         |
| RM18 Holdings, LLC                            | Delaware         |
| RM19 Holdings, LLC                            | Delaware         |
| RM1B Holdings LP                              | Delaware         |
| RM2 Holdings LP                               | Delaware         |
| RM20 Holdings, LLC                            | Delaware         |
| RM22 Holdings, LLC                            | Delaware         |
| RM23A Holdings, LLC                           | Delaware         |
| RM24 Holdings, LLC                            | Delaware         |
| RM25 Holdings, LLC                            | Delaware         |
| RM30 Holdings, LLC                            | Delaware         |
| RM3A Holdings, LLC                            | Delaware         |
| RM4 Holdings, LLC                             | Delaware         |
| RM53 Holdings, LLC                            | Delaware         |
| RM64 Holdings, LLC                            | Delaware         |
| RM66 Holdings, LLC                            | Delaware         |
| RM6A Holdings, LLC                            | Delaware         |
| RM8A Holdings, LLC                            | Delaware         |
| RM9A Holdings, LLC                            | Delaware         |
| Rockwall ALF, LLC                             | Kansas           |
| RRR SAS Facilities Inc.                       | Ontario          |

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| RSF REIT V GP, L.L.C.                        | Texas            |
| RSF REIT V SP GP, L.L.C.                     | Texas            |
| RSF REIT V SP, L.L.C.                        | Delaware         |
| RSF REIT V, LLC                              | Maryland         |
| RSF SP Franklin V L.P.                       | Texas            |
| RSF SP Harnett V, L.P.                       | Texas            |
| RSF SP Liberty Ridge V L.P.                  | Texas            |
| RSF SP Lillington AL V, L.P.                 | Texas            |
| RSF SP Meadowview V L.P.                     | Texas            |
| RSF SP Oakwood V, L.P.                       | Texas            |
| RSF SP Scranton AL V, L.P.                   | Texas            |
| RSF SP Scranton V, L.P.                      | Texas            |
| RSF SP Smithfield V L.P.                     | Texas            |
| RSF SP Stroudsburg V, L.P.                   | Texas            |
| RSF SP Wrightsville V L.P.                   | Texas            |
| Sachse Station Boulevard Owner LLC           | Delaware         |
| San Andreas SNF Realty LLC                   | California       |
| Sandalwood Yates Land Corporation            | British Columbia |
| Santa Fe Las Soleras Medical Development LLC | Delaware         |
| Santa Monica GP, LLC                         | Delaware         |
| Sarasota Floridian TRS LLC                   | Delaware         |
| Sarasota Floridian, LLC                      | Florida          |
| Scranton AL Investors, LLC                   | Virginia         |
| Scranton Health Investors, LLC               | Virginia         |
| Senior Housing Holdings III, LLC             | Delaware         |
| Senior Housing Holdings, LLC                 | Delaware         |
| Senior Living Ankeny, LLC                    | Delaware         |
| Senior Living Chesterton 2 LLC               | Delaware         |
| Senior Living Collierville, LLC              | Michigan         |
| Senior Living Fairfield, LLC                 | Michigan         |
| Senior Living Fort Wayne 2 LLC               | Delaware         |
| Senior Living Grand Blanc, LLC               | Michigan         |
| Senior Living Grove City, LLC                | Michigan         |
| Senior Living Hartland, LLC                  | Michigan         |
| Senior Living Medina, LLC                    | Michigan         |
| Senior Living Pella, LLC                     | Delaware         |
| Senior Living Portage, LLC                   | Michigan         |
| Senior Living Waterville, LLC                | Michigan         |
| Senior Living Waukee, LLC                    | Delaware         |
| Seniors Housing Investment III REIT LLC      | Maryland         |
| Shelbourne Senior Living Limited             | United Kingdom   |
| Shelbyville KY Propco LLC                    | Delaware         |
| Sherman Opco LLC                             | Delaware         |
| Sierra Pointe Subtenant LP                   | Delaware         |
| Signature Devco 2 Property Holdings Limited  | Jersey           |
| Signature Devco 3 Property Holdings Limited  | Jersey           |
| Signature Devco 4 Property Holdings Limited  | Jersey           |
| Signature Devco 5 Property Holdings Limited  | Jersey           |
| Signature Devco 6 Property Holdings Limited  | Jersey           |
| Signature Holdco 1 Ltd.                      | Jersey           |
| Signature Holdco 2 Ltd                       | Jersey           |
| Signature Holdco Limited                     | Jersey           |
| Signature Midco Limited                      | Jersey           |
| Signature Senior Landlord, LLC               | Delaware         |
| Silverado Senior Living Calabasas, Inc.      | California       |
| Simi Hills Subtenant LP                      | Delaware         |
| SIPL Finco S.a.r.l                           | Luxembourg       |
| SIPL Finco TRS S.a.r.l.                      | Luxembourg       |

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| SIPL Investments S.a.r.l                         | Luxembourg       |
| SIPL Partner 1 S.a.r.l                           | Luxembourg       |
| SIPL Partner 10 S.a.r.l                          | Luxembourg       |
| SIPL Partner 11 S.a.r.l                          | Luxembourg       |
| SIPL Partner 2 S.a.r.l                           | Luxembourg       |
| SIPL Partner 3 S.a.r.l                           | Luxembourg       |
| SIPL Partner 4 S.a.r.l                           | Luxembourg       |
| SIPL Partner 5 S.a.r.l                           | Luxembourg       |
| SIPL Partner 6 S.a.r.l                           | Luxembourg       |
| SIPL Partner 7 S.a.r.l                           | Luxembourg       |
| SIPL Partner 8 S.a.r.l                           | Luxembourg       |
| SIPL Partner 9 S.a.r.l                           | Luxembourg       |
| SIPL Propco NV Ltd                               | Jersey           |
| SIPL Quantum Propco Ltd                          | Jersey           |
| SIPL Saints Bristol Propco Limited               | United Kingdom   |
| SIPL Saints Leicester Propco Limited             | United Kingdom   |
| SIPL Saints Propco Ltd                           | Jersey           |
| Sixers Pennsylvania, LLC                         | Delaware         |
| SNF CA Holdco LLC                                | Delaware         |
| SNF CO Holdco LLC                                | Delaware         |
| SNF DE Holdco LLC                                | Delaware         |
| SNF FL Holdco LLC                                | Delaware         |
| SNF GA Holdco LLC                                | Delaware         |
| SNF IA Holdco LLC                                | Delaware         |
| SNF IL Holdco LLC                                | Delaware         |
| SNF MD Holdco LLC                                | Delaware         |
| SNF MI Holdco LLC                                | Delaware         |
| SNF NJ Holdco LLC                                | Delaware         |
| SNF OH Holdco LLC                                | Delaware         |
| SNF PA Holdco 2 LLC                              | Delaware         |
| SNF PA Holdco LLC                                | Delaware         |
| SNF SC Holdco LLC                                | Delaware         |
| SNF VA Holdco LLC                                | Delaware         |
| SNF WA Holdco LLC                                | Delaware         |
| South Valley Medical Building L.L.C.             | Minnesota        |
| Southbury RIDEA Landlord LLC                     | Delaware         |
| Southbury RIDEA Tenant LLC                       | Delaware         |
| Southwood Property Corporation                   | British Columbia |
| SP Green Ridge, LLC                              | Virginia         |
| SP Harnett, LLC                                  | Virginia         |
| SP Lillington, LLC                               | Virginia         |
| SP Virginia Beach, LLC                           | Virginia         |
| SP Whitestone, LLC                               | Virginia         |
| SSL Tenant, LLC                                  | Delaware         |
| SSP TP Tag LLC                                   | Georgia          |
| St. Anthony Physicians, LLC                      | Delaware         |
| St. Clare Physicians, LLC                        | Delaware         |
| Stamford Physicians, LLC                         | Delaware         |
| Sterling Investment Partners Ltd                 | Jersey           |
| Stittsville Facility Inc.                        | Ontario          |
| Stroudsburg Health Investors, LLC                | Virginia         |
| Subtenant 1936 Brookdale Road, LLC               | Delaware         |
| Subtenant 330 North Hayworth Avenue, LLC         | Delaware         |
| Subtenant 350 W. Bay Street, LLC                 | Delaware         |
| Subtenant 5521 Village Creek Drive, LLC          | Delaware         |
| Subtenant 7001 Bryant Irvin Road, LLC            | Delaware         |
| Subtenant 8855 West Valley Ranch Parkway, LLC    | Delaware         |
| Summerwood Retirement Resort Holding Corporation | British Columbia |



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| Sun City Center Subtenant, LLC                           | Delaware         |
| Sunrise at Gardner Park Limited Partnership              | Massachusetts    |
| Sunrise Connecticut Avenue Assisted Living Owner, L.L.C. | Virginia         |
| Sunrise Gardner Park GP, LLC                             | Massachusetts    |
| Sunrise Louisville KY Senior Living, LLC                 | Kentucky         |
| Sunrise of Beaconsfield G.P. Inc.                        | New Brunswick    |
| Sunrise of Beaconsfield, LP                              | Ontario          |
| Sunrise of Blainville G.P. Inc.                          | New Brunswick    |
| Sunrise of Blainville, LP                                | Ontario          |
| Sunrise of Dollard des Ormeaux G.P. Inc.                 | New Brunswick    |
| Sunrise of Dollard des Ormeaux, LP                       | Ontario          |
| Sunrise of Vienna Propco, LLC                            | Delaware         |
| Sunrise Operations Bramhall II Limited                   | United Kingdom   |
| Sunrise Operations Esher Limited                         | United Kingdom   |
| Sunrise Operations Weybridge Limited                     | United Kingdom   |
| Sutton Place Owner LLC                                   | Delaware         |
| Swift Landlord LLC                                       | Delaware         |
| Swift RIDEA Landlord Holdco LLC                          | Delaware         |
| Swift RIDEA Tenant LLC                                   | Delaware         |
| Swift Spring Member Inc.                                 | Delaware         |
| SZR Beaconsfield Inc.                                    | New Brunswick    |
| SZR Blainville Inc.                                      | New Brunswick    |
| SZR Dollard des Ormeaux, Inc.                            | New Brunswick    |
| Tampa Bay Subtenant, LLC                                 | Delaware         |
| The Blake at Bossier City Landlord LLC                   | Delaware         |
| The Blake at Charlottesville Landlord LLC                | Delaware         |
| The Blake at Colonial Club Landlord LLC                  | Delaware         |
| The Blake at Kingsport Landlord LLC                      | Delaware         |
| The Blake at Kingsport Tenant LLC                        | Delaware         |
| The Courtyards Subtenant, LLC                            | Delaware         |
| The Landing at Queensbury Inc.                           | Virginia         |
| Thousand Oaks Property Owner LLC                         | Delaware         |
| Trafalgar Facility Inc.                                  | Ontario          |
| Trumbull RIDEA Landlord LLC                              | Delaware         |
| Trumbull RIDEA Tenant LLC                                | Delaware         |
| Turner Ridge Owner LLC                                   | Delaware         |
| Urban Senior Living Holdco LLC                           | Delaware         |
| Urban Senior Living JV LLC                               | Delaware         |
| Valleyview Drive S.W. Property Inc.                      | British Columbia |
| Vankleek Facility Inc.                                   | Ontario          |
| Ventana Canyon Tenant, LLC                               | Delaware         |
| Virginia Beach Health Investors, LLC                     | Virginia         |
| Voorhees Healthcare Properties, LLC                      | Delaware         |
| Voorhees Physicians, LLC                                 | Delaware         |
| W TCG Burleson AL, LLC                                   | Delaware         |
| Waldo Avenue Opco LLC                                    | Delaware         |
| Warwick Associates Of Rhode Island, L.P.                 | Delaware         |
| Waterleaf 20 Medical Office Condominiums, Inc.           | Texas            |
| WBWT Rayzor Ranch LLC                                    | Delaware         |
| Webb ILF Social Club LLC                                 | Delaware         |
| Webb ILF, LLC  | Kansas           |
| Weber Place Landlord LLC                                 | Delaware         |
| Weber Place Tenant LLC                                   | Delaware         |
| WELL 1031 Holdco 1 LLC                                   | Delaware         |
| WELL 2010 LLC  | Delaware         |
| WELL 2010 REIT LLC                                       | Delaware         |
| WELL 4865 MacArthur Blvd LLC                             | Delaware         |
| WELL 4865 MacArthur Tenant Holdco LLC                    | Delaware         |

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|---|----------------|
| WELL Acquisition Holdco LLC               | Delaware       |
| WELL AMP TRS LLC                          | Delaware       |
| WELL Balfour Brookline Landlord LLC       | Delaware       |
| WELL Balfour Brookline Tenant LLC         | Delaware       |
| WELL Balfour Landlord LLC                 | Delaware       |
| WELL Balfour Needham Landlord LLC         | Delaware       |
| WELL Balfour Stapleton Landlord LLC       | Delaware       |
| WELL Balfour Tenant LLC                   | Delaware       |
| WELL Beverly Landlord LLC                 | Delaware       |
| WELL BL OpCo LLC                          | Delaware       |
| WELL BL Portfolio 1 OpCo LLC              | Delaware       |
| WELL BL Portfolio 1 PropCo LLC            | Delaware       |
| WELL BL Potomac Operator LLC              | Delaware       |
| WELL Brandywine Howell LLC                | Delaware       |
| WELL BT Portfolio Member LLC              | Delaware       |
| WELL BT Project Group 1 LLC               | Delaware       |
| WELL BT Project Group 2 LLC               | Delaware       |
| WELL BVSS Lender LLC                      | Delaware       |
| WELL CA Landlord LLC                      | Delaware       |
| WELL CA WA Landlord LLC                   | Delaware       |
| WELL CA WA Tenant LLC                     | Delaware       |
| WELL Cardiff Opeo Limited                 | United Kingdom |
| WELL Churchill Leasehold Owner LLC        | Delaware       |
| WELL Churchill Tenant LLC                 | Delaware       |
| WELL Churchill TRS LLC                    | Delaware       |
| WELL COGIR Landlord II LP                 | Delaware       |
| WELL COGIR Landlord III LP                | Delaware       |
| WELL COGIR Tenant II LLC                  | Delaware       |
| WELL COGIR Tenant III LLC                 | Delaware       |
| WELL Columbus JV Member LLC               | Delaware       |
| WELL Cottonwood Beaumont MOB LLC          | Delaware       |
| WELL Cottonwood Tyler MOB LLC             | Delaware       |
| WELL CWP Member LLC                       | Delaware       |
| WELL Frontier Landlord LLC                | Delaware       |
| WELL Frontier Tenant LLC                  | Delaware       |
| WELL Huffman Portfolio Member LLC         | Delaware       |
| WELL I-A Properties LLC                   | Delaware       |
| WELL Ibis Portfolio Member LLC            | Delaware       |
| WELL Indiana Properties, LLC              | Delaware       |
| WELL Integra Master JV LLC                | Delaware       |
| WELL Ivy 6 Tenant LLC                     | Delaware       |
| WELL Kansas City JV Member LLC            | Delaware       |
| WELL Kisco BP Phase 1 Parcel LLC          | Delaware       |
| WELL Kisco BP Phase 2 Parcel LLC          | Delaware       |
| WELL Kisco Byron Park Landlord LLC        | Delaware       |
| WELL Kisco Byron Park Tenant LLC          | Delaware       |
| WELL KISCO DEV RIDEA MASTER LANDLORD, LLC | Delaware       |
| WELL KISCO DEV RIDEA MASTER TENANT, LLC   | Delaware       |
| WELL KISCO THE CARNEGIE LANDLORD, LLC     | Delaware       |
| WELL KISCO THE CARNEGIE TENANT, LLC       | Delaware       |
| WELL LC Portfolio LLC                     | Delaware       |
| WELL LCB Landlord LLC                     | Delaware       |
| WELL LCB Portfolio 1 Landlord LLC         | Delaware       |
| WELL LCB Portfolio 1 Tenant LLC           | Delaware       |
| WELL LCB Tenant LLC                       | Delaware       |
| WELL Los Gatos LLC                        | Delaware       |
| WELL M&O Haymarket JV LLC                 | Delaware       |
| WELL Mezzanine Lender LLC                 | Delaware       |

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| WELL MF & AA Portfolio Holdco LLC       | Delaware |
| WELL Monarch Landlord LLC               | Delaware |
| WELL Monarch Tenant JV Member LLC       | Delaware |
| WELL Monarch Tenant LLC                 | Delaware |
| WELL Nebraska Tenant LLC                | Delaware |
| WELL NorCal Landlord LLC                | Delaware |
| WELL NPSL Landlord, LLC                 | Delaware |
| WELL NPSL Tenant, LLC                   | Delaware |
| WELL Oak CCRC Tenant LLC                | Delaware |
| WELL Oak Tenant LLC                     | Delaware |
| WELL OP TRS Holdco LLC                  | Delaware |
| WELL OSL Carmichael LLC                 | Delaware |
| WELL OSL DownREIT Holdco LLC            | Delaware |
| WELL OSL DownREIT JV Landlord LLC       | Delaware |
| WELL OSL DownREIT Member LLC            | Delaware |
| WELL OSL EL Dorado LLC                  | Delaware |
| WELL OSL North Fresno LLC               | Delaware |
| WELL OSL Orange LLC                     | Delaware |
| WELL OSL Pacific Beach LLC              | Delaware |
| WELL OSL Redding LLC                    | Delaware |
| WELL Pappas Berkeley Owner LLC          | Delaware |
| WELL Pappas Corporate Parcel Owner LLC  | Delaware |
| WELL Park IV Project Group 1 JV LLC     | Delaware |
| WELL Path Landlord LLC                  | Delaware |
| WELL Path Tenant LLC                    | Delaware |
| WELL PM Holdco 2 JV LLC                 | Delaware |
| WELL PM Holdco 3 JV LLC                 | Delaware |
| WELL PM Holdco JV LLC                   | Delaware |
| WELL PM Properties II LLC               | Delaware |
| WELL PM Properties LLC                  | Delaware |
| WELL PM TRS Holdco LLC                  | Delaware |
| WELL PM Virginia Beach Owner LLC        | Delaware |
| WELL Project Bills Holdco LLC           | Delaware |
| WELL Properties Intermediate Holdco LLC | Delaware |
| WELL SCP Portfolio Member LLC           | Delaware |
| WELL Sea Bluffs Condos LLC              | Delaware |
| WELL Silver Waters Owner LLC            | Delaware |
| WELL SP Collierville Venture LLC        | Delaware |
| WELL SP Grove City Landlord LLC         | Delaware |
| WELL SP Landlord 2 LLC                  | Delaware |
| WELL SP Landlord LLC                    | Delaware |
| WELL SP Lender LLC                      | Delaware |
| WELL SP Medina Venture LLC              | Delaware |
| WELL SP Tenant 2 LLC                    | Delaware |
| WELL SP Tenant LLC                      | Delaware |
| WELL Sparrow Project Group 1 LLC        | Delaware |
| WELL Sparrow Project Group 2 LLC        | Delaware |
| WELL TBC Columbus JV Holdco LLC         | Delaware |
| WELL TBC Columbus JV LLC                | Delaware |
| WELL TBC Kansas City JV Holdco LLC      | Delaware |
| WELL TBC Kansas City JV, LLC            | Delaware |
| WELL TC Portfolio Member LLC            | Delaware |
| WELL TP BTR Portfolio Member 1 LLC      | Delaware |
| WELL TP BTR Portfolio Member LLC        | Delaware |
| WELL TP Crabtree Owner LP               | Delaware |
| WELL TP Dresden Member LLC              | Delaware |
| WELL TPI JV LLC                         | Delaware |
| WELL Trevi Albemarle SNF LLC            | Delaware |

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| WELL Trevi Bronson SNF LLC                  | Delaware  |
| WELL Trevi Carlotta SNF LLC                 | Delaware  |
| WELL Trevi CCRC Tenant, LLC                 | Delaware  |
| WELL Trevi Tenant, LLC                      | Delaware  |
| WELL Trevi WH SNF LLC                       | Delaware  |
| WELL UK Investments Ltd                     | Jersey    |
| WELL Unitranche Member LLC                  | Delaware  |
| WELL US SubREIT LLC                         | Delaware  |
| WELL WB Portfolio Member LLC                | Delaware  |
| WELL WH Tenant LLC                          | Delaware  |
| WELL WM Portfolio Member LLC                | Delaware  |
| WELL ZEAL Sherman Owner LLC                 | Delaware  |
| WELL ZFL BTR Portfolio Member LLC           | Delaware  |
| WellClover Holdings LLC                     | Delaware  |
| WellClover TRS II LLC                       | Delaware  |
| WellClover TRS LLC                          | Delaware  |
| WellClover Venture II LLC                   | Delaware  |
| WellClover Venture LLC                      | Delaware  |
| Wellesley Washington Street Housing I LLC   | Delaware  |
| wellFLEX LLC                                | Delaware  |
| Welltower 1915 North 34th Street, LLC       | Wisconsin |
| Welltower 1950 Sunny Crest Drive GP, LLC    | Delaware  |
| Welltower 1950 Sunny Crest Drive, LP        | Delaware  |
| Welltower 2130 Continental Drive, LLC       | Wisconsin |
| Welltower 5017 South 110th Street, LLC      | Wisconsin |
| Welltower Arlington TRS LLC                 | Delaware  |
| Welltower Ballard LLC                       | Minnesota |
| Welltower BV Westwood PropCo GP LLC         | Delaware  |
| Welltower Canadian Leasing TRS GP Ltd.      | Ontario   |
| Welltower Canadian Leasing TRS LP           | Ontario   |
| Welltower Canadian Services TRS GP LTD.     | Ontario   |
| Welltower Canadian Services TRS LP          | Ontario   |
| Welltower Carmichael Tenant LLC             | Delaware  |
| Welltower CCRC OpCo LLC                     | Delaware  |
| Welltower Charitable Foundation             | Delaware  |
| Welltower Cogir Landlord, LP                | Delaware  |
| Welltower Cogir Tenant, LLC                 | Delaware  |
| Welltower Colorado Properties LLC           | Delaware  |
| Welltower Eclipse Issaquah PropCo LLC       | Delaware  |
| Welltower Eclipse Issaquah TRS LLC          | Delaware  |
| Welltower GP LLC                            | Delaware  |
| Welltower HealthCare Properties II LLC      | Delaware  |
| Welltower HealthCare Properties LLC         | Delaware  |
| Welltower HealthCare Venture Properties LLC | Delaware  |
| Welltower Iowa Holdco LLC                   | Delaware  |
| Welltower Kisco RIDEA Holdco GP LLC         | Delaware  |
| Welltower Kisco RIDEA Holdco LP             | Delaware  |
| Welltower Kisco RIDEA Landlord, LLC         | Delaware  |
| Welltower Kisco RIDEA Tenant, LLC           | Delaware  |
| Welltower KSL Owner LLC                     | Delaware  |
| Welltower Landlord Group LLC                | Delaware  |
| Welltower Limited Partnership               | Delaware  |
| Welltower Management Company Holdco LLC     | Delaware  |
| Welltower NNN Group LLC                     | Delaware  |
| Welltower North Fresno Tenant LLC           | Delaware  |
| Welltower Northbridge Tenant LLC            | Delaware  |
| Welltower OM Group LLC                      | Delaware  |
| Welltower OM Member JV GP LLC               | Delaware  |

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| Welltower OM Member JV LP                  | Delaware       |
| Welltower OM Member REIT LLC               | Delaware       |
| Welltower OM PropCo GP LLC                 | Delaware       |
| Welltower OP LLC                           | Delaware       |
| Welltower OpCo Group LLC                   | Delaware       |
| Welltower Orange Tenant LLC                | Delaware       |
| Welltower Pacific Beach Tenant LLC         | Delaware       |
| Welltower Pappas MOB 1, LLC                | Delaware       |
| Welltower Pappas MOB 2, LLC                | Delaware       |
| Welltower Pegasus Landlord, LLC            | Delaware       |
| Welltower Pegasus Tenant, LLC              | Delaware       |
| Welltower Pegasus TRS LLC                  | Delaware       |
| Welltower Portfolio Tenant LLC             | Delaware       |
| Welltower PropCo Group Borrower LLC        | Delaware       |
| Welltower PropCo Group LLC                 | Delaware       |
| Welltower Redding Tenant LLC               | Delaware       |
| Welltower REIT Holdings LLC                | Delaware       |
| Welltower TCG NNN Landlord, LLC            | Delaware       |
| Welltower TCG RIDEA Landlord, LLC          | Delaware       |
| Welltower TCG RIDEA Tenant, LLC            | Delaware       |
| Welltower Tenant Group LLC                 | Delaware       |
| Welltower TRS Holdco LLC                   | Delaware       |
| Welltower Victory II GP LLC                | Delaware       |
| Welltower Victory II JV LP                 | Delaware       |
| Welltower Victory II Landlord LP           | Delaware       |
| Welltower Victory II OpCo LLC              | Delaware       |
| Welltower Victory II PropCo LLC            | Delaware       |
| Welltower Victory II REIT LLC              | Delaware       |
| Welltower Victory II Tenant LP             | Delaware       |
| Welltower Victory II TRS LLC               | Delaware       |
| Welltower Victory III Landlord LLC         | Delaware       |
| Welltower Victory III OpCo LLC             | Delaware       |
| Welltower Victory III Tenant LP            | Delaware       |
| Welltower Victory III TRS LLC              | Delaware       |
| Wesley Chapel Downs Boulevard Owner LLC    | Delaware       |
| Westford Littleton Road I LLC              | Delaware       |
| White Plains Associates LLC                | Delaware       |
| Williamstown KY Propco LLC                 | Delaware       |
| Willow Tower Investments GP LLP            | Jersey         |
| Willow Tower Investments LP                | Jersey         |
| Willow Tower Nominee 1 Limited             | United Kingdom |
| Willow Tower Nominee 2 Limited             | United Kingdom |
| Willow Tower Opco 1 Limited                | United Kingdom |
| Wimbledon Opco Limited                     | United Kingdom |
| Windrose 310 Properties, L.L.C.            | Tennessee      |
| Windrose Congress I Properties, L.P.       | Delaware       |
| Windrose Mount Vernon Properties, L.L.C.   | Virginia       |
| Windrose Palm Court Properties, L.L.C.     | Virginia       |
| Windrose SPE Mount Vernon Properties, Inc. | Georgia        |
| Windrose St. Louis I Properties, LLC       | Delaware       |
| Windrose Tulsa Properties, L.L.C.          | Delaware       |
| Windrose West Boca Properties, Ltd.        | Florida        |
| Windrose West Seneca Properties, LLC       | Delaware       |
| WMP West Seneca Management, LLC            | Delaware       |
| WMPT Congress I Management, L.L.C.         | Delaware       |
| WMPT Congress II Management, L.L.C.        | Delaware       |
| WMPT Princeton Management, L.L.C.          | Delaware       |
| WMPT Sacramento Properties, L.L.C.         | Virginia       |

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| WMPT Sacramento, L.P.             | Virginia       |
| WMPT St. Louis I Management, LLC  | Delaware       |
| WMPT Stone Oak Properties, L.L.C. | Virginia       |
| WMPT Stone Oak, L.P.              | Virginia       |
| WMPT Tulsa Management, L.L.C.     | Delaware       |
| WMPT West Boca Management, L.L.C. | Delaware       |
| Woodmere Park Owner LLC           | Delaware       |
| WR GP Limited                     | Jersey         |
| WR Investment Partners Limited    | Jersey         |
| WR Limited Partnership            | Jersey         |
| WR Midco Limited                  | United Kingdom |
| WR Operations 1 Limited           | United Kingdom |
| WR Operations 2 Limited           | United Kingdom |
| WR Operations 3 Limited           | United Kingdom |
| WR Operations 4 Limited           | United Kingdom |
| WR Operations 5 Limited           | United Kingdom |
| WR Operations 6 Limited           | United Kingdom |
| WR Operations 7 Limited           | United Kingdom |
| WR Signature Operations Limited   | United Kingdom |
| WT 9 Pack Property Owner LLC      | Delaware       |
| WT California Landlord LLC        | Delaware       |
| WT Hampshire Property Owner LLC   | Delaware       |
| WT Hawaii Landlord LLC            | Delaware       |
| WT Lessee LLC                     | Delaware       |
| WT Lessor LLC                     | Delaware       |
| WT Oregon Landlord LLC            | Delaware       |
| WT Propco Member Holdco, Inc.     | California     |
| WT Stony Hill Tenant LLC          | Delaware       |
| WT Tenant OpCo LLC                | Delaware       |
| WT UK OpCo 1 Limited              | United Kingdom |
| WT UK OpCo 2 Limited              | United Kingdom |
| WT UK OpCo 3 Limited              | United Kingdom |
| WT UK OpCo 4 Limited              | United Kingdom |
| WT Utah Landlord LLC              | Delaware       |
| WT Washington Landlord LLC        | Delaware       |

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following registration statements:

- Registration Statement (Form S-8 No. 333-264096) dated April 1, 2022 pertaining to the Welltower Inc. 2022 Long-Term Incentive Plan and the Welltower Inc. 2022 Employee Stock Purchase Plan;
- Registration Statement (Form S-3 No. 333-264093) dated April 1, 2022 pertaining to an indeterminate amount of Welltower Inc.'s debt securities, common stock, preferred stock, depositary shares, guarantees of debt securities issued by Welltower OP LLC, warrants and units and Welltower OP LLC's debt securities and guarantees of debt securities issued by Welltower Inc.; and
- Registration Statement (Form S-3 No. 333-264094) dated April 1, 2022 pertaining to the Welltower Inc. Sixth Amended and Restated Dividend Reinvestment and Stock Purchase Plan

of our reports dated February 21, 2023, with respect to the consolidated financial statements and schedules of Welltower Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Welltower Inc. and subsidiaries included in this Annual Report (Form 10-K) of Welltower Inc., for the year ended December 31, 2022.

/s/ ERNST & YOUNG LLP

Toledo, Ohio  
February 21, 2023

## POWER OF ATTORNEY

**KNOW ALL MEN BY THESE PRESENTS**, that each of the undersigned, a director or officer of Welltower Inc. (the “Company”), a Delaware corporation, hereby constitutes and appoints Shankh Mitra and Timothy G. McHugh, and each of them, his or her true and lawful attorneys-in-fact and agents, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Annual Report on Form 10-K for the year ended December 31, 2022 to be filed by the Company with the Securities and Exchange Commission under the provisions of the Securities Exchange Act of 1934, as amended, and any and all amendments to such Form 10-K, and to file such Form 10-K and each such amendment so signed, with all exhibits thereto, and any and all other documents in connection therewith, with the Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of this 21st day of February 2023.

/s/ Kenneth J. Bacon

Kenneth J. Bacon, Chairman and Director

/s/ Sergio D. Rivera

Sergio D. Rivera, Director

/s/ Karen B. DeSalvo

Karen B. DeSalvo, Director

/s/ Johnese M. Spisso

Johnese M. Spisso, Director

/s/ Philip L. Hawkins

Philip L. Hawkins, Director

/s/ Kathryn M. Sullivan

Kathryn M. Sullivan, Director

/s/ Dennis G. Lopez

Dennis G. Lopez, Director

/s/ Shankh Mitra

Shankh Mitra, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ Ade J. Patton

Ade J. Patton, Director

/s/ Timothy G. McHugh

Timothy G. McHugh, Executive Vice President -  
Chief Financial Officer (Principal Financial Officer)

/s/ Diana W. Reid

Diana W. Reid, Director

/s/ Joshua T. Fieweger

Joshua T. Fieweger, Chief Accounting Officer  
(Principal Accounting Officer)



## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, **Shankh Mitra**, certify that:

1. I have reviewed this annual report on Form 10-K of Welltower Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2023

/s/ SHANKH MITRA

Shankh Mitra,

Chief Executive Officer and Director

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, **Timothy G. McHugh**, certify that:

1. I have reviewed this annual report on Form 10-K of Welltower Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2023

/s/ TIMOTHY G. MCHUGH

Timothy G. McHugh,

Executive Vice President - Chief Financial  
Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350**

I, Shankh Mitra, the Chief Executive Officer of Welltower Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that (i) the Annual Report on Form 10-K for the Company for the year ended December 31, 2022 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SHANKH MITRA

Shankh Mitra

Chief Executive Officer and Director

Date: February 21, 2023

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350**

I, Timothy G. McHugh, the Chief Financial Officer of Welltower Inc. (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that (i) the Annual Report on Form 10-K for the Company for the year ended December 31, 2022 (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ TIMOTHY G. MCHUGH

Timothy G. McHugh,  
Executive Vice President - Chief Financial Officer  
Date: February 21, 2023

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**EXHIBIT E**

**PROVIDER'S SUMMARY OF FINANCIAL INFORMATION AND PRO FORMA  
INCOME STATEMENT**

**WELLTOWER CCRC OPKO, LLC**  
**THE COLONNADES**  
**BUDGETED STATEMENT OF OPERATIONS**  
**FOR THE YEAR ENDED DECEMBER 31, 2023**

|   |                           |
|---|---------------------------|
| Revenue                                   |                           |
| Net resident fees                         | 19,412,130                |
| Health care revenue                       | 4,809,909                 |
| Amortization of entrance fees             | <u>1,176,178</u>          |
| Total Revenue                             | <u>25,398,217</u>         |
| Expenses                                  |                           |
| Salaries, benefits and payroll taxes      | 9,694,596                 |
| Lease expense                             | 7,267,395                 |
| Depreciation                              | 2,037,510                 |
| Ancillary                                 | 1,342,839                 |
| Management fees                           | 1,268,343                 |
| General and administrative                | 996,308                   |
| Food                                      | 835,661                   |
| Repairs and Maintenance                   | 810,771                   |
| Utilities                                 | 634,170                   |
| Insurance                                 | 513,562                   |
| Real estate taxes                         | 483,360                   |
| Professional fees and contracted services | 327,493                   |
| Other non-operating expenses              | 230,161                   |
| COVID expense                             | 76,625                    |
| Provision for bad debts                   | 31,353                    |
| Interest                                  | <u>135</u>                |
| Total expenses                            | <u>26,550,282</u>         |
| Net loss                                  | <u><u>(1,152,065)</u></u> |

**WELLTOWER CCRC OPCO, LLC**  
**THE COLONNADES**

**STATEMENT OF OPERATIONS**

**2022 Actual vs 2022 Budget**  
**(In thousands)**

|   | <b>2022-Actual</b> | <b>2022-Budget</b> | <b>Variance</b> | <b>%</b>    |  |
|---|--------------------|--------------------|-----------------|-------------|--|
| <b>OPERATING REVENUES:</b>                |                    |                    |                 |             |  |
| Net resident fees                         | 17,959             | 18,419             | (460)           | -2%         |  |
| Health care revenue                       | 4,189              | 4,385              | (196)           | -4%         |  |
| Amortization of entrance fees             |                    |                    |                 |             |  |
|   | 1,516              | 976                | 540             | 55%         | Favorable variance due primarily to \$462k in termination income recorded as a result of resident move-outs.                                     |
| COVID-19 grant revenue                    | 202                | -                  | 202             | #DIV/0!     | COVID-19 grant revenue consists of Phase 4 distribution from HHS.  |
| <b>Total operating revenues</b>           | <b>23,866</b>      | <b>23,780</b>      | <b>86</b>       | <b>0%</b>   |  |
| <b>OPERATING EXPENSES:</b>                |                    |                    |                 |             |  |
| Salaries, benefits and payroll taxes      | 8,443              | 9,221              | 778             | 8%          |  |
| Lease expense                             | 9,979              | 10,604             | 625             | 6%          |  |
| Management fees                           | 1,187              | 1,188              | 1               | 0%          |  |
| Ancillary                                 | 1,289              | 1,112              | (177)           | -16%        |  |
| Depreciation                              | 1,656              | 1,552              | (104)           | -7%         |  |
| General and administrative                | 850                | 1,062              | 212             | 20%         |  |
| Food                                      | 769                | 742                | (27)            | -4%         |  |
| Repairs and maintenance                   | 721                | 842                | 121             | 14%         |  |
| Utilities                                 | 626                | 588                | (38)            | -6%         |  |
| Real estate taxes                         | 452                | 486                | 34              | 7%          |  |
| Insurance                                 | 434                | 497                | 63              | 13%         |  |
| COVID-19 expense                          |                    |                    |                 |             |  |
|   | 81                 | 430                | 349             | 81%         | Actual Covid expenses less than expected due to change in Covid protocols.   |
| Other non-operating expenses              | 200                | 220                | 20              | 9%          |  |
| Professional fees and contracted services |                    |                    |                 |             |  |
|   | 1,167              | 146                | (1,021)         | -699%       | Unfavorable variance due to unbudgeted expenses for contract nursing and other contract labor (\$1.0M) offset by favorable variance in Salaries. |
| Provision for bad debts                   | 33                 | 24                 | (9)             | -38%        |  |
| Interest                                  | 1                  | 1                  | -               | 0%          |  |
| <b>Total operating expenses</b>           | <b>27,888</b>      | <b>28,715</b>      | <b>827</b>      | <b>3%</b>   |  |
| <b>Net income (loss)</b>                  | <b>(4,022)</b>     | <b>(4,935)</b>     | <b>913</b>      | <b>-19%</b> |  |

**SUMMARY OF FINANCIAL INFORMATION**  
**THE COLONNADES**  
**AS OF DECEMBER 31, 2022 AND 2021 AND**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**  
**( In thousands )**

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|                         | Current Year | Prior Year |
|-------------------------|--------------|------------|
| Total Assets            | \$ 34,112    | \$ 16,352  |
| Total Liabilities       | 38,922       | 17,141     |
| Total Net Assets        | (4,810)      | (789)      |
| Total Revenues          | 23,866       | 23,291     |
| Total Expenses          | 27,887       | 22,430     |
| Operating Income (Loss) | (3,820)      | 1,003      |
| Net Income (Loss)       | \$ (4,021)   | \$ 861     |

Narrative on financial condition:

Net Income decreased \$4.9M from prior year. Total Revenues remain stable, but Total Expenses increased \$5.5M year over year. This was primarily due to the following: (1) \$3.2M writeoff of the rent deferral in 2021 resulting in lower expense for that year and (2) \$0.9M increase in depreciation expense due to significant capex spending.

| Occupancy Information: | Capacity of Units | Average Occupancy | Percentage Occupancy |
|------------------------|-------------------|-------------------|----------------------|
| Independent Living     | 218               | 177               | 81.2%                |
| Assisted Living        | 51                | 39                | 76.5%                |
| Nursing                | 34                | 21                | 61.8%                |



**Welltower CCRC OpCo, LLC**

Combining Balance Sheet

December 31, 2022

|   | <u>Welltower<br/>CCRC</u> | <u>Bedford<br/>Court</u> | <u>The<br/>Colonnades</u> | <u>Total</u>         |
|---|---------------------------|--------------------------|---------------------------|----------------------|
| <b>Assets</b>                                     |                           |                          |                           |                      |
| <b>Current Assets</b>                             |                           |                          |                           |                      |
| Cash and cash equivalents                         | \$ -                      | \$ 10,083                | \$ -                      | \$ 10,083            |
| Accounts receivable, residents, net               | -                         | 1,192,102                | 1,690,970                 | 2,883,072            |
| Prepaid expenses and other<br>current assets      | -                         | 856,145                  | 792,492                   | 1,648,637            |
| Total current assets                              | -                         | 2,058,330                | 2,483,462                 | 4,541,792            |
| <b>Restricted Cash</b>                            |                           |                          |                           |                      |
| Bedford Court working capital reserves            | -                         | 3,653,464                | -                         | 3,653,464            |
| Other restricted cash                             | -                         | 1,349                    | -                         | 1,349                |
| <b>Property and Equipment, Net</b>                | -                         | 5,779,464                | 13,586,268                | 19,365,732           |
| <b>Leased Asset</b>                               | -                         | 8,594,879                | 17,087,481                | 25,682,360           |
| <b>Intangible Asset</b>                           | -                         | -                        | 927,169                   | 927,169              |
| <b>Other Assets, Net</b>                          | -                         | 21,259                   | 27,210                    | 48,469               |
| Total assets                                      | <u>\$ -</u>               | <u>\$ 20,108,745</u>     | <u>\$ 34,111,590</u>      | <u>\$ 54,220,335</u> |
| <b>Liabilities and Members' Equity</b>            |                           |                          |                           |                      |
| <b>Current Liabilities</b>                        |                           |                          |                           |                      |
| Accounts payable and accrued expenses             | \$ 174,998                | \$ 863,522               | \$ 725,774                | \$ 1,764,294         |
| Due to (from) management company                  | (16,676,770)              | 408,435                  | 17,124,786                | 856,451              |
| Due to (from) affiliate                           | 17,450,600                | (742,944)                | (5,860,051)               | 10,847,605           |
| Deferred revenue                                  | -                         | 53,086                   | 25,346                    | 78,432               |
| Operating lease obligations                       | -                         | 2,901,581                | 5,768,633                 | 8,670,214            |
| Security and reservation deposits                 | -                         | 26,460                   | 168,790                   | 195,250              |
| Refundable entrance fees and<br>deposits, current | -                         | 881,731                  | -                         | 881,731              |
| Total current liabilities                         | 948,828                   | 4,391,871                | 17,953,278                | 23,293,977           |
| Refundable entrance fees and deposits             | -                         | 2,143,719                | 1,144,739                 | 3,288,458            |
| Deferred revenue from advances fees               | -                         | -                        | 7,578,067                 | 7,578,067            |
| Deferred revenue, below market lease              | -                         | -                        | 927,169                   | 927,169              |
| Operating lease obligations                       | -                         | 5,693,298                | 11,318,848                | 17,012,146           |
| Total liabilities                                 | 948,828                   | 12,228,888               | 38,922,101                | 52,099,817           |
| <b>Members' (Deficit) Equity</b>                  | <u>(948,828)</u>          | <u>7,879,857</u>         | <u>(4,810,511)</u>        | <u>2,120,518</u>     |
| Total liabilities and members' equity             | <u>\$ -</u>               | <u>\$ 20,108,745</u>     | <u>\$ 34,111,590</u>      | <u>\$ 54,220,335</u> |

**Welltower CCRC OpCo, LLC**

Combining Statement of Operations and Changes in Members' Equity

Year Ended December 31, 2022

|   | <b>Welltower<br/>CCRC</b> | <b>Bedford<br/>Court</b> | <b>The<br/>Colonnades</b> | <b>Total</b>        |
|---|---------------------------|--------------------------|---------------------------|---------------------|
| <b>Revenue</b>                              |                           |                          |                           |                     |
| Resident fees                               | \$ -                      | \$ 14,995,315            | \$ 17,958,199             | \$ 32,953,514       |
| Healthcare revenue                          | -                         | 6,709,104                | 4,189,321                 | 10,898,425          |
| Amortization of entrance fees               | -                         | -                        | 1,516,358                 | 1,516,358           |
| COVID-19 grant revenue                      | -                         | 565,893                  | 202,313                   | 768,206             |
| Interest income                             | -                         | 9,934                    | -                         | 9,934               |
| <b>Total revenue</b>                        | <b>-</b>                  | <b>22,280,246</b>        | <b>23,866,191</b>         | <b>46,146,437</b>   |
| <b>Expenses</b>                             |                           |                          |                           |                     |
| Salaries, benefits and payroll taxes        | -                         | 9,484,288                | 8,442,807                 | 17,927,095          |
| Lease expense                               | -                         | 4,243,056                | 9,978,702                 | 14,221,758          |
| Ancillary                                   | -                         | 1,346,520                | 1,288,800                 | 2,635,320           |
| Management fees                             | -                         | 1,101,444                | 1,186,578                 | 2,288,022           |
| Repairs and maintenance                     | -                         | 658,448                  | 721,339                   | 1,379,787           |
| General and administrative                  | -                         | 929,869                  | 849,666                   | 1,779,535           |
| Food  | -                         | 805,189                  | 768,950                   | 1,574,139           |
| Depreciation                                | -                         | 839,847                  | 1,656,307                 | 2,496,154           |
| Utilities                                   | -                         | 813,600                  | 626,387                   | 1,439,987           |
| Real estate taxes                           | -                         | 768,919                  | 451,643                   | 1,220,562           |
| Insurance                                   | -                         | 688,908                  | 434,282                   | 1,123,190           |
| Professional fees and contracted services   | -                         | 956,634                  | 1,167,371                 | 2,124,005           |
| COVID-19 expense                            | -                         | 327,907                  | 80,571                    | 408,478             |
| Other nonoperating expenses                 | -                         | 166,475                  | 200,121                   | 366,596             |
| Interest                                    | -                         | 3,300                    | 630                       | 3,930               |
| Recovery of bad debts                       | -                         | (41,504)                 | 33,474                    | (8,030)             |
| <b>Total expenses</b>                       | <b>-</b>                  | <b>23,092,900</b>        | <b>27,887,628</b>         | <b>50,980,528</b>   |
| <b>Net deficit</b>                          | <b>-</b>                  | <b>(812,654)</b>         | <b>(4,021,437)</b>        | <b>(4,834,091)</b>  |
| <b>Members' (Deficit) Equity, Beginning</b> | <b>(948,828)</b>          | <b>8,692,511</b>         | <b>(789,074)</b>          | <b>6,954,609</b>    |
| <b>Members' (Deficit) Equity, Ending</b>    | <b>\$ (948,828)</b>       | <b>\$ 7,879,857</b>      | <b>\$ (4,810,511)</b>     | <b>\$ 2,120,518</b> |

**Welltower CCRC OpCo, LLC**

Combining Balance Sheet

December 31, 2021

|   | <b>Welltower<br/>CCRC</b> | <b>Bedford<br/>Court</b> | <b>The<br/>Colonnades</b> | <b>Total</b>         |
|---|---------------------------|--------------------------|---------------------------|----------------------|
| <b>Assets</b>                                     |                           |                          |                           |                      |
| <b>Current Assets</b>                             |                           |                          |                           |                      |
| Accounts receivable, residents, net               | \$ -                      | \$ 870,679               | \$ 647,024                | \$ 1,517,703         |
| Prepaid expenses and other<br>current assets      | -                         | 614,032                  | 277,608                   | 891,640              |
| Total current assets                              | -                         | 1,484,711                | 924,632                   | 2,409,343            |
| <b>Restricted Cash</b>                            |                           |                          |                           |                      |
| Bedford Court working capital reserves            | -                         | 3,651,385                | -                         | 3,651,385            |
| Other restricted cash                             | -                         | 2,301                    | 123,960                   | 126,261              |
| <b>Property and Equipment, Net</b>                |                           |                          |                           |                      |
|   | -                         | 6,075,830                | 12,151,533                | 18,227,363           |
| <b>Intangible Asset</b>                           |                           |                          |                           |                      |
|   | -                         | -                        | 3,152,373                 | 3,152,373            |
| <b>Long-Term Deposits</b>                         |                           |                          |                           |                      |
|   | -                         | 6,880                    | -                         | 6,880                |
| Total assets                                      | <u>\$ -</u>               | <u>\$ 11,221,107</u>     | <u>\$ 16,352,498</u>      | <u>\$ 27,573,605</u> |
| <b>Liabilities and Members' Equity</b>            |                           |                          |                           |                      |
| <b>Current Liabilities</b>                        |                           |                          |                           |                      |
| Accounts payable and accrued expenses             | \$ 279,617                | \$ 728,720               | \$ 759,279                | \$ 1,767,616         |
| Due to (from) management company                  | (9,489,601)               | (1,073,140)              | 10,963,177                | 400,436              |
| Due to (from) affiliate                           | 10,158,812                | (299,507)                | (5,661,222)               | 4,198,083            |
| Deferred revenue                                  | -                         | 43,863                   | 51,911                    | 95,774               |
| Security and reservation deposits                 | -                         | 32,460                   | 182,650                   | 215,110              |
| Refundable entrance fees and<br>deposits, current | -                         | 869,231                  | 152,684                   | 1,021,915            |
| Total current liabilities                         | 948,828                   | 301,627                  | 6,448,479                 | 7,698,934            |
| Refundable entrance fees and deposits             | -                         | 2,226,969                | 992,055                   | 3,219,024            |
| Deferred revenue from advances fees               | -                         | -                        | 6,543,340                 | 6,543,340            |
| Deferred revenue, below market lease              | -                         | -                        | 3,152,373                 | 3,152,373            |
| Other long-term liabilities                       | -                         | -                        | 5,325                     | 5,325                |
| Total liabilities                                 | 948,828                   | 2,528,596                | 17,141,572                | 20,618,996           |
| <b>Members' (Deficit) Equity</b>                  |                           |                          |                           |                      |
|   | (948,828)                 | 8,692,511                | (789,074)                 | 6,954,609            |
| Total liabilities and members' equity             | <u>\$ -</u>               | <u>\$ 11,221,107</u>     | <u>\$ 16,352,498</u>      | <u>\$ 27,573,605</u> |

**Welltower CCRC OpCo, LLC**

Combining Statement of Operations and Changes in Members' Equity

Year Ended December 31, 2021

|   | <b>Welltower<br/>CCRC</b> | <b>Bedford<br/>Court</b> | <b>The<br/>Colonnades</b> | <b>Total</b>        |
|---|---------------------------|--------------------------|---------------------------|---------------------|
| <b>Revenue</b>                              |                           |                          |                           |                     |
| Resident fees                               | \$ -                      | \$ 14,440,277            | \$ 17,368,151             | \$ 31,808,428       |
| Healthcare revenue                          | -                         | 6,312,577                | 4,086,222                 | 10,398,799          |
| Amortization of entrance fees               | -                         | -                        | 1,494,748                 | 1,494,748           |
| COVID-19 grant revenue                      | -                         | 538,229                  | 342,356                   | 880,585             |
| Interest income                             | -                         | 6,391                    | -                         | 6,391               |
| <b>Total revenue</b>                        | <b>-</b>                  | <b>21,297,474</b>        | <b>23,291,477</b>         | <b>44,588,951</b>   |
| <b>Expenses</b>                             |                           |                          |                           |                     |
| Salaries, benefits and payroll taxes        | -                         | 9,061,073                | 8,192,738                 | 17,253,811          |
| Lease expense                               | -                         | 2,359,883                | 6,272,335                 | 8,632,218           |
| Ancillary                                   | -                         | 1,379,779                | 1,214,404                 | 2,594,183           |
| Management fees                             | -                         | 1,065,007                | 1,164,742                 | 2,229,749           |
| Repairs and maintenance                     | -                         | 757,100                  | 884,903                   | 1,642,003           |
| General and administrative                  | -                         | 832,703                  | 782,805                   | 1,615,508           |
| Food  | -                         | 772,542                  | 728,617                   | 1,501,159           |
| Depreciation                                | -                         | 726,894                  | 733,956                   | 1,460,850           |
| Utilities                                   | -                         | 698,266                  | 577,978                   | 1,276,244           |
| Real estate taxes                           | -                         | 733,596                  | 456,101                   | 1,189,697           |
| Insurance                                   | -                         | 706,516                  | 433,802                   | 1,140,318           |
| Professional fees and contracted services   | -                         | 210,193                  | 665,040                   | 875,233             |
| COVID-19 expense                            | -                         | 642,425                  | 184,614                   | 827,039             |
| Other nonoperating expenses                 | -                         | 290,109                  | 139,931                   | 430,040             |
| Interest                                    | -                         | 11,720                   | 1,887                     | 13,607              |
| Recovery of bad debts                       | -                         | (8,995)                  | (3,359)                   | (12,354)            |
| <b>Total expenses</b>                       | <b>-</b>                  | <b>20,238,811</b>        | <b>22,430,494</b>         | <b>42,669,305</b>   |
| <b>Net income</b>                           | <b>-</b>                  | <b>1,058,663</b>         | <b>860,983</b>            | <b>1,919,646</b>    |
| <b>Members' (Deficit) Equity, Beginning</b> | <b>(948,828)</b>          | <b>7,633,848</b>         | <b>(1,650,057)</b>        | <b>5,034,963</b>    |
| <b>Members' (Deficit) Equity, Ending</b>    | <b>\$ (948,828)</b>       | <b>\$ 8,692,511</b>      | <b>\$ (789,074)</b>       | <b>\$ 6,954,609</b> |