

Compensation Plan Hubris:

Why Welltower's Ten-Year Executive Program Is Likely to Lead to Inferior Shareholder Returns

A Detailed Analysis of Misalignment, Misleading Disclosure, and the Transfer of Wealth from Shareholders to Management

Welltower Inc. (NYSE: WELL)

April 2026

KEY FINDINGS

- CEO's Potential \$3.04 Billion Payout Dwarfs Career Earnings of Most Accomplished CEOs in REIT History
 - Firing CEO for Poor Performance Triggers ~\$500M+ in Immediate LTIP Acceleration: Board Cannot Change Leadership Without Enriching the Executive It Is Removing
 - Welltower Shares Trade at 144% Premium to NAV and 33x FFO: Investors Switching to Ventas or AHR Receive 50% More Asset Value Per Dollar
 - Performance Hurdles Already Largely Met Six Months in With CEO's Estimated Award If Plan Ended Today ~\$1 Billion
-

EXECUTIVE SUMMARY

Dear Welltower Shareholders,

Land & Buildings Investment Management, LLC (“Land & Buildings”, “L&B”, “us” or “we”) is writing to alert shareholders of Welltower Inc. (“Welltower”, “WELL” or the “Company”) to what we believe is one of the most egregiously management-friendly compensation structures in public REIT history: the Ten-Year Executive Continuity and Alignment Program (the “Program”) adopted by the Welltower Board of Directors (the “Board”) on October 26, 2025. Wrapped in the rhetoric of sacrifice, alignment, and Charlie Munger quotes, this Program is, in substance, a mechanism for transferring enormous wealth from shareholders to a management team that inherited an exceptional portfolio at cyclical trough valuations and has been richly rewarded for a recovery driven in large part by macro forces.

The scale of potential enrichment is staggering and historically unprecedented in the REIT industry, in our view. At a share price of \$300, CEO Shankh Mitra’s maximum award of 8,698,012 LTIP Units would be worth approximately **\$2.6 billion**. The 2026 proxy discloses a performance cap at an implied value of \$350 per share, at which the maximum award reaches **\$3.04 billion**. Adding estimated cumulative tax-advantaged distributions of \$110–240 million over the plan’s life, and the total wealth transfer to a single executive could approach **\$3.3 billion**.

The pattern is unmistakable. For 2022 compensation, a special one-time Performance Option Unit was awarded to CEO Shankh Mitra on top of the regular annual LTIP program. Shareholders responded at the Company’s 2023 annual meeting with only 52% support, the lowest in the Company’s history. The committee conducted “extensive shareholder outreach,” made some changes, recovered the vote in 2024, and then, in October 2025, adopted the 10-Year ECAP: a plan orders of magnitude larger than the special awards shareholders had just rejected, without a binding shareholder vote. The 52% vote was a warning. The Board’s answer was to go bigger, not smaller.

Our recommendation is straightforward: sell Welltower. The Board adopted this Program without a binding shareholder vote, despite only 52% say-on-pay support in 2023. The plan’s termination provisions create a structural trap: firing Mitra for poor performance is legally a termination “without cause,” we believe triggering full immediate acceleration of approximately \$500 million or more in LTIP units. The Board cannot change leadership without massively enriching the executive it is removing. Shareholders who object to these terms have one reliable remedy: the market.

The valuation makes the decision easy. Welltower currently trades at approximately **33x forward FFO** versus a 5-year average of 25x, and at an estimated **144% premium to Green Street Net Asset Value (NAV)**, the highest in the Company’s history. Based on our calculations, \$1 million invested in Welltower buys approximately \$410,000 of underlying NAV. **Investors switching from WELL to Ventas (VTR) or American Healthcare REIT (AHR) receive roughly 50% more asset value per dollar invested**, comparable senior housing exposure, higher dividend yields, and freedom from the most aggressive executive compensation structure in REIT history. If the senior housing cycle continues to strengthen, all three stocks benefit. If the cycle turns, as it did for Alexandria Real Estate’s life science portfolio, which declined 75% from peak, the stock at a 144% premium to NAV has dramatically more downside than peers.

The performance hurdles are designed to be cleared. Nearly 2.5 million time-based LTIP units, worth \$524 million at today’s \$210 and \$870 million at the \$350 cap, require no performance whatsoever: no hurdles, no benchmarks, no conditions other than continued employment.

That is half the Target award and a guaranteed payout exceeding half a billion dollars before the “performance” components are even considered.

Of those performance components, one, market capitalization milestones, is already 25% earned by our estimate. As a regular equity issuer, significant milestones can be met without any further stock price appreciation, just growth in the size of the market cap of the Company. The other, relative total shareholder return, Mitra has already banked enough outperformance six months into the plan that if he merely matches the benchmark from here, he earns approximately 63% of Target on the TSR tranche if the stock is in-line with its benchmarks for the next 4 and a half years. We estimate he needs less than 3% annual outperformance from here to earn the full maximum LTIP award. The plan’s structure directly boosts the FFO metric that drives the stock price and triggers milestone payouts, in our view. At today’s levels, we estimate Mitra’s estimated total award is approximately \$1 billion. Since the plan was announced, we estimate Ventas has outperformed Welltower by approximately 440 basis points.

The balance of this letter details **why** we have reached these conclusions. Specifically:

To appreciate how extraordinary this compensation is, consider the track records and compensation of the two most accomplished CEOs in REIT history, in our opinion:

- **David Simon, Simon Property Group (SPG) (CEO 1995–2026, 31 years; passed away March 2026):** Grew SPG from \$1.5 billion to ~\$66 billion market cap. Delivered ~4,000% cumulative total shareholder return since IPO according to SPG’s public filings. Peak annual compensation: \$61.4 million (2024). When SPG’s board attempted to grant Simon a \$120 million non-performance retention award in 2011, 73% of shareholders voted against it and a lawsuit likely forced its elimination. That \$120 million, which was killed by shareholders, is less than one-twenty-fifth of what Mitra could receive.
- **Hamid Moghadam, Prologis (PLD) (Co-founded AMB 1983, sole CEO of PLD 2013–2025, 13 years):** Built PLD into a \$132 billion global logistics empire, one of the top 100 companies in the S&P 500. Delivered approximately 13.4% compound annual total returns as sole CEO. Peak annual compensation: \$50.9 million (2023). Moghadam self-imposed a \$25 million annual cap in 2024 at his own request. Even the largest Prologis Outperformance Plan pool ever paid (\$110 million in 2015–2017) was shared among all executives, not awarded to one person.
- **Shankh Mitra, Welltower (CIO 2018, CEO October 2020–present, 5.5 years):** Inherited a best-in-class portfolio at COVID trough valuations under prior CEO Thomas DeRosa. Shares are up ~18% annualized from pre-COVID levels (\$89.84 in February 2020), comparable to what Moghadam delivered over 13 years. Potential maximum compensation we estimate: \$2.6 billion at \$300/share, or \$3.04 billion at the proxy-disclosed \$350 cap, plus \$110–240 million in distributions. Firing him for poor performance we believe triggers ~\$500M+ in immediate LTIP acceleration. His first major acquisition, \$1.6 billion Holiday by Atria purchase, was described by Mitra himself as “our biggest capital allocation mistake.”

The cautionary tale of Alexandria Real Estate (NYSE: ARE) should alarm every Welltower shareholder. ARE’s founder Joel Marcus built the dominant life science REIT over three decades, using a playbook now echoed at Welltower: visionary narrative, aggressive growth, sector concentration, and premium multiples justified by secular tailwinds. ARE’s stock peaked at \$224 in December 2021. By April 2026, it had fallen to ~\$43, a ~80% decline. A 14-year dividend growth streak was broken by a 45% cut. Management’s compensation, at \$11–13 million per year, was 100x smaller than what Mitra could receive.

Marcus founded and built Alexandria over 30 years; Mitra joined Welltower in 2016 and has been CEO for 5.5 years. If ARE's relatively modest compensation incentives were sufficient to drive growth aggressive enough to destroy three-quarters of shareholder value, Welltower's Program, which explicitly rewards market cap growth measured in the billions, creates incomparably more dangerous incentives, in our view.

The \$110,000 salary narrative is misleading. Mitra's Time-Based LTIP Units generate approximately \$7.4 million per year in tax-advantaged distributions at current rates, growing to an estimated \$17.3 million by year 10 at the Company's recent ~10% annual dividend growth rate by our estimate. Cumulative distributions over the ten-year life could reach \$110–120 million on Time-Based units alone. These distributions could be taxed at an effective rate of approximately 19%, versus a likely 32% for taxable common shareholders receiving the same dividend.

The performance hurdles are systematically easier than they appear. Nearly 2.5 million time-based LTIP units, half the target award and worth over \$500 million at today's price, require zero performance, no hurdle, just a positive return. The Positive TSR Condition is effectively a formality given the dividend cushion. Welltower has been removed from its own benchmark indices. Market cap milestones can be partially achieved through share issuance: the Company issued 56.1 million shares (\$8.9 billion) in 2025 alone. And the plan's structure directly boosts the FFO metric that drives the stock price, and a higher stock price could trigger milestone payouts.

The compensation peer group is designed to justify, not evaluate, this plan, in our view. Of the 17 peers disclosed in WELL's 2026 proxy statement, only two are healthcare REITs. Four are not REITs at all: Apollo Global Management, The Carlyle Group, HCA Healthcare, and CBRE Group, industries with fundamentally higher compensation structures that mechanically inflate the peer group median, in our view. American Healthcare REIT, one of Welltower's two most direct operating competitors, is excluded.

The termination provisions create a Board that would reward the CEO for firing him. Firing Mitra for poor performance (e.g. stock declines, bad acquisitions, operational failures) is a termination "without cause", we believe triggering full immediate acceleration of all LTIP units (~\$500 million+ at current prices). The only clawback trigger we found is "cause", meaning fraud or criminal misconduct, not underperformance. If he resigns voluntarily, units vest in 2040. The Board has traded the flexibility to change leadership for ten years of continuity, a tradeoff that shareholders were never asked to approve.

I. HISTORICAL PRECEDENT: AN IMPORTANT COMPARISON

Before analyzing the specifics of Welltower's Program, shareholders should understand a critical historical precedent that frames the magnitude of what is being proposed.

The David Simon Retention Award (2011–2014)

The late David Simon, who passed away in March 2026, led Simon Property Group as CEO for 31 years, the longest and most successful CEO tenure in REIT history. In July 2011, SPG's Compensation Committee granted him a one-time retention award of 1,000,000 LTIP Units, valued at approximately \$120 million at the grant-date stock price. The award had no performance conditions, Simon simply needed to remain employed through July 2019 to collect the full amount. The employment agreement also provided for \$12 million in annual LTIP awards and a \$1.25 million base salary. At the time, Simon had been CEO for 16 years and had grown SPG's market cap from \$1.5 billion to over \$42 billion, a 28-fold increase. By any measure, he was one of the most accomplished REIT CEOs in history.

Shareholders rejected it decisively. At SPG’s 2012 annual meeting, 73% of shares voted against the compensation package in the say-on-pay vote. A Baton Rouge pension fund filed a lawsuit in Delaware Chancery Court, arguing the SPG board had improperly amended the stock plan without shareholder approval. The CFA Institute published an analysis calling the award “outlandish on its face” and questioning whether any CEO was worth \$120 million with no performance requirements. After extensive shareholder outreach (21 in-person or phone meetings with 16 major investors) and the threat of an adverse court ruling, SPG’s board **eliminated the \$120 million award in 2014. We believe the lesson was clear: shareholders will not tolerate mega-grants without rigorous performance conditions, even for the most accomplished CEOs.**

The Prologis \$25 Million Cap (2024)

At Prologis, the opposite approach was taken. Despite being widely recognized as being one of the most successful REIT CEOs of his generation, Hamid Moghadam **voluntarily requested a \$25 million annual cap on his total compensation** starting in 2024. The company’s Prologis Outperformance Plan (POP), which had paid total pools of \$62–110 million shared among all executives, was eliminated for executive officers starting in 2024.

Even the largest POP payout (\$110 million for the 2015–2017 cycle, shared among all NEOs) was earned through genuine outperformance: PLD’s TSR had to exceed the MSCI US REIT Index plus 100 basis points over three years. The 2022–2024 POP cycle did not pay out because the performance hurdle was not met, demonstrating that the hurdles were real, not ceremonial.

The contrast with Welltower is stark in our view. Moghadam built Prologis from scratch over 40+ years, voluntarily caps his pay at \$25 million, and accepts that his outperformance plan sometimes pays zero. Mitra has been CEO for 5.5 years, inherited his portfolio, and structured a plan that could pay him 100 times Moghadam’s annual cap.

II. SHAREHOLDER RETURNS VS. CEO COMPENSATION: THE DISPARITY

The following analysis compares the shareholder returns and CEO compensation across the three companies – SPG, PLD and WELL.

Stock Price and Total Return Comparison

Metric	Simon (SPG)	Moghadam (PLD)	Mitra (WELL)
CEO Start Date	January 1995	January 2013 (sole)	October 2020
CEO Tenure	31 years	13 years	5.5 years
Annualized Total Return	13%	13%	30%/18% (Feb 20 pre-COVID)
Market Cap Start → Current	~\$1.5B → \$66B	~\$17B → \$132B	~\$23B → \$147B

Critical observation: Mitra’s 30% CAGR is heavily distorted by measuring from COVID through valuations. The portfolio he inherited was the same portfolio that existed in February 2020 when the stock peaked at ~\$90 under prior CEO DeRosa. From pre-COVID levels, the total return CAGR is approximately 18%, strong, but comparable in magnitude to what Moghadam delivered over 13 years as sole CEO (13%), comparable to Simon. The incremental return attributable specifically to Mitra’s leadership is far smaller than the headline number suggests, in our view.

Compensation Comparison

Metric	Simon (SPG)	Moghadam (PLD)	Mitra (WELL)
Peak Annual Comp (SCT)	\$61.4M (2024)	\$50.9M (2023)	N/A (plan-based)
Last 5 Year Avg Annual Comp	\$26-28M	\$37-38M	\$7.4M distributions (year 1)
Largest Award	\$120M (killed)	\$110M pool (all NEOs)	\$3.04B potential
Self-Imposed Cap	None, but \$120M killed	\$25M (voluntary)	None
Max Potential Under Current Plan	~\$61M/year	~\$25M/year	\$3.0B at \$350/share
% Performance-Based	75% of LTIP	100% at-risk (\$1 salary)	50% time-based, 50% performance-based
Shareholder Opposition	73% voted against	92% approved	TBD

To be explicit: the **largest REIT CEO compensation package ever attempted based on our findings**, David Simon’s \$120 million retention award in 2011, was rejected by 73% of shareholders and thereafter eliminated. Mitra’s Program could be worth **10 to 25 times** that amount, for a CEO with one-sixth the tenure and returns measured from a cyclically depressed starting point.

Value of Mitra’s Award at Various Share Prices

Share Price	Time-Based Units	At Target	At Maximum
\$135 (grant)	\$335M	\$671M	\$1.17B
\$200	\$497M	\$994M	\$1.74B
\$250	\$621M	\$1.24B	\$2.17B
\$300	\$746M	\$1.49B	\$2.61B
\$350	\$870M	\$1.74B	\$3.04B

At \$300, shareholders would have achieved a compound annual price return of approximately 17% from the grant date, a strong but not extraordinary result, in our view, in a favorable demographic environment, some of which has already been achieved in the first six months of the plan. Meanwhile, the CEO’s maximum award would be worth ~\$3.0 billion, plus \$110–\$240 million in cumulative distributions based on our calculations.

III. THE \$110,000 SALARY: A MISLEADING NARRATIVE IN OUR VIEW

When the Program was announced on the Q3 2025 earnings call, Mitra stated:

“One, elimination of compensation for Welltower management and making them owners through performance-oriented Welltower stock.”

The Company’s 8-K reinforced this, stating executives would receive “no other compensation” beyond \$110,000. We believe this framing was designed to convey sacrifice.

The Hidden Dividend Income

Mitra’s 2,485,146 Time-Based LTIP Units entitle him to quarterly distributions equivalent to the common dividend. Welltower has grown its quarterly dividend at approximately 10% annually: \$0.61 (2023), \$0.67 (2024, +10%), \$0.74 (2025, +10.4%). If this trajectory continues, we estimate:

Year	Est. Annual Div/Unit	Time-Based Distributions	At-Target Distributions
Year 1 (2026)	\$2.96	\$7.4M	\$14.7M
Year 3 (2028)	\$3.58	\$8.9M	\$17.8M
Year 5 (2030)	\$4.33	\$10.8M	\$21.5M
Year 7 (2032)	\$5.24	\$13.0M	\$26.0M
Year 10 (2035)	\$6.98	\$17.3M	\$34.7M
Cumulative (10 yrs)	—	~\$110–120M	~\$220–240M

The Tax Advantage

As LTIP Units structured as “profits interests” in Welltower OP LLC, distributions flow through on a K-1 with partnership depreciation deductions sheltering a significant portion from current taxation, in our view. Our analysis estimates:

	Taxable Common Shareholder	Mitra (LTIP Units)	Advantage
Gross Annual Distribution	\$7.46M	\$7.4M	—
Estimated Federal Tax	~\$2.05M	~\$1.41M	\$640K/year
After-Tax Cash	~\$5.41M	~\$6.05M	~12% more
Effective Tax Rate	~32%	~19%	13 pts lower
Cumulative 10-Year Tax Savings	—	—	\$6–10M+

CEO Mitra did not “eliminate” his compensation. He restructured it to be larger, less visible, and substantially more tax-efficient, in our view.

IV. ENGINEERED EARNINGS ACCRETION

The Program creates a direct link between compensation structure and the metrics that drive management’s payout.

Reduced G&A Boosts FFO

Cash compensation previously flowed through the income statement as G&A expense. LTIP Unit distributions flow through the partnership level as distributions. On the Q4 2025 call, CFO Tim McHugh guided stock-based compensation expense at approximately \$60 million, or \$0.08 per share, a fraction of the economic value being transferred through distributions and unit appreciation.

The \$1.1 Billion Charge Was Excluded

The single largest cost was immediately excluded from normalized FFO:

“We expect approximately \$1.1 billion of upfront costs associated with the initiation of the plan to impact net income in the fourth quarter, which will be adjusted out of normalized FFO.” — Tim McHugh, Q3 2025 Earnings Call

The Accretion Narrative

The Company’s 8-K press release stated the Program is “expected to be accretive to the Company’s FFO per share in 2026.” Of course it is, the costs have been excluded or deferred while the G&A reduction flows through immediately by our estimation. Higher FFO supports a higher stock price. A higher stock price increases market capitalization. Market capitalization growth triggers the milestones that drive the payout. **The compensation plan’s structure directly enhances the metric that determines its own payout in our view.**

Dilution Is Deferred and Ultimately Non-Recurring

Units cannot be redeemed until October 2030, minimizing near-term dilution. We expect the eventual dilution to be characterized as non-recurring, just as the \$1.1 billion charge was excluded from FFO.

V. PERFORMANCE HURDLES: SYSTEMATICALLY LOWER THAN THEY APPEAR

The Positive TSR Condition Is a Low Bar

The sole downside gate on the market cap tranche requires total shareholder return to be positive over five years. TSR includes reinvested dividends. At ~2% current yield growing at ~10% annually, cumulative dividends over five years would amount to roughly 11–15% of the starting price. The stock could **decline by 10–15%** and the condition would still be met by our estimate. For context: since 1990, the FTSE NAREIT Equity Index has delivered negative 5-year total returns only during periods that included the GFC. For a needs-based, private-pay senior housing business entering an unprecedented demographic tailwind, this gate is essentially ceremonial in our view.

Compare this to Prologis: PLD’s Outperformance Plan required TSR to exceed the MSCI US REIT Index *plus 100 basis points*. And even with that bar, the 2022–2024 cycle did not pay out. Welltower’s hurdle design is categorically less rigorous.

Market Cap Milestones and Dilutive Growth

In 2025 alone, Welltower issued approximately 56.1 million shares, generating \$8.9 billion in gross proceeds, that increased market capitalization. Given \$33 billion in largely equity-funded transactions in 2025 and another \$5.7 billion already in 2026, this gap is not theoretical. Each equity-funded acquisition inflates market cap and moves Mitra closer to milestones despite some limitations.

Where Mitra Stands Today on Market Cap: Current market capitalization is approximately \$147 billion (704 million shares × \$210), representing growth of \$29 billion from the \$119 billion base, clearing the first two of ten milestones and earning 25% of target on this tranche assuming all share issuance is counted toward market capitalization. The third milestone requires approximately \$212 per share, 1% away. A combination of equity issuance and price appreciation with modest assumptions, we believe the maximum milestone could be cleared before the measurement window closes in October 2030.

Where Mitra Stands Today on Relative TSR: Already Above 60% of Target

Mitra has already banked enough outperformance six months into the plan that if he merely matches the benchmark from here, he earns approximately 63% of target on the TSR tranche if the stock is in-line with its benchmarks for the next 4 and a half years. **To earn the full maximum, Mitra needs to outperform the blended benchmark by less than 3% per year from here.** Not 6%. The first six months did more than half the work.

Combined Estimated Payout at Current Levels: If the performance period ended today, Mitra’s estimated total award is approximately \$1 billion (time-based \$524M + market cap at 25% earned = \$131M + TSR at 63% of target = \$331M). At maximum performance across all tranches, the 8,698,012 total units reach \$2.6 billion at \$300, \$3.04 billion at \$350, plus \$110–240 million in distributions.

VI. RIGHT PLACE, RIGHT TIME: THE ATTRIBUTION PROBLEM

Mitra became CIO in August 2018 and CEO in October 2020. The portfolio he inherited was constructed over the prior six years under CEO Thomas DeRosa. The strategic decisions that positioned the portfolio for post-COVID recovery — the shift toward private-pay senior housing, geographic diversification, operator relationships, the data science platform — were substantially in place before Mitra had meaningful influence.

The stock price comparison tells the story:

- WELL pre-COVID (February 18, 2020 peak, under DeRosa): ~\$90
- WELL at Mitra’s CEO appointment (October 2020): ~\$57
- WELL current stock price: \$211

We believe the return since Mitra’s CEO appointment is overwhelmingly a COVID recovery story. From the pre-COVID level of \$90, the total return CAGR is approximately 18%, better but more comparable to Simon’s 31-year track and Moghadam’s 13-year run. The incremental return attributable specifically to Mitra’s leadership, as distinct from the portfolio he inherited and the macro environment he was handed, is far smaller than the headline number suggests, in our view.

Meanwhile, one of Mitra’s major self-initiated acquisitions, the 2021 Holiday by Atria portfolio, was described by the CEO himself on the Q2 2025 call as:

“...our biggest capital allocation mistake by yours truly” and “our biggest disappointment over the past decade.”

VII. GROWTH FOR GROWTH’S SAKE: THE MOTIVATION PROBLEM

Recent quarterly earnings calls features transaction volume as a headline achievement:

- “\$7 billion of gross investment activity” (Q4 2024)
- “year-to-date...approximately \$9.2 billion” (Q2 2025)
- “more than \$23 billion in incremental transactions...year-to-date over \$33 billion” (Q3 2025)
- “\$11 billion of net investment activity” and “\$5.7 billion of acquisitions” already in 2026 (Q4 2025)

The simultaneous sale of the outpatient medical portfolio and concentration into senior housing, the highest-growth, highest-beta segment, directly maximizes the probability of hitting market cap milestones in our view. In the REIT industry, we call this **growth for growth’s sake**, and until the cycle turns, it is difficult for investors to distinguish disciplined underwriting from growth designed to enrich management.

VIII. COMPENSATION COMMITTEE: INSUFFICIENT EXPERTISE IN OUR VIEW

Director	Primary Role	Committee Role	REIT Comp Expertise
Johnese Spisso	President, UCLA Health	Chair	None
Ade Patton	CFO, Oak View Group	Member	Limited
Sergio Rivera	Fmr. CEO, SeaWorld (5 mos.)	Member	None
Kathryn Sullivan	Fmr. CEO, UnitedHealthcare div.	Member	Limited

None of these committee members appear to have backgrounds as REIT executives, real estate investors, or specialists in UPREIT compensation structures. Notably, Ade Patton and Shankh Mitra worked at the same two hedge funds in sequence. Patton served as Research Analyst covering Telco, Cable, and Media at Citadel LLC from 2009 to 2014; Mitra served as Senior Analyst at Citadel Investment Group during an overlapping period. Both then moved to Millennium Management, where Patton was Senior Portfolio Manager covering Media, Telecom, Cable, and Internet from January 2015 to February 2017, while Mitra was Portfolio Manager of Real Estate Securities until he left for Welltower in 2016. They covered different sectors at both firms, but the senior investment professional community at multi-manager platforms like Citadel and Millennium is small. Six months after Mitra became CEO in October 2020, Patton was nominated to the Welltower Board, and now sits on the Compensation Committee that approved Mitra’s \$3 billion plan.

What the Committee Members Are Paid

The committee members who approved the CEO’s plan to work for “\$110,000 per year” each earned substantially more than that for their part-time service. Welltower pays directors \$1,000 for each committee meeting beyond eight per year, and \$1,500 for each Board meeting beyond eight. With 25 Compensation Committee meetings and 15 Board meetings in 2025, the excess meeting fees alone totaled approximately \$27,500 per director:

Director	Total 2025
Spisso (Comp Chair)	\$418K
Patton (NomGov Chair)	\$442K
Sullivan (Audit Chair)	\$429K
Rivera (Invest. Chair)	\$425K

Compare to SPG and PLD: When Simon’s \$120M retention award drew 73% opposition, SPG conducted 21 in-person meetings with 16 major investors and fundamentally restructured the plan. When Prologis shareholders expressed concern about CEO pay quantum, Moghadam voluntarily capped his own compensation at \$25M.

The WELL Compensation Committee met 25 times in 2025, roughly five times the typical frequency for a REIT compensation committee (SPG’s met 8 times in 2024). Whether this reflects extraordinary diligence or the extraordinary difficulty of justifying the 10-Year ECAP is left to shareholders’ judgment. The Board met 15 times, also seemingly well above the norm.

Welltower’s own proxy discloses a five-year average say-on-pay approval of 84%. This figure is pulled down by the 2023 annual meeting, where only 52% of votes cast supported management compensation, barely a majority and a dramatic decline from the ≥93% approval that prevailed through 2022. The fact that shareholders were already expressing significant dissatisfaction with WELL’s compensation practices before the 10-Year ECAP was even conceived makes the subsequent adoption of this plan, without a binding shareholder vote, all the more troubling.

What Caused the 52% Vote: Special Performance Option Awards

The Company’s 2023 say-on-pay vote was a referendum on compensation practices disclosed in the 2023 proxy (covering FY2022). The central issue was a series of “Special Performance Option Unit Awards”, one-time grants to the CEO and NEOs stacked on top of the regular annual LTIP program.

The justification used in the 2023 proxy: the committee argued that “Welltower’s competition for talent comes not just from other public REITs, but also from investment banks and private equity firms that offer similar incentive structures.” This is the identical language now used in the Company’s 2026 proxy to justify including Apollo and Carlyle in the compensation peer group. The argument has been consistent for seven years, and it has been used each time to justify progressively larger awards. The timing was particularly problematic. Glass Lewis’s updated 2023 guidelines, effective for meetings starting January 2023, specifically targeted “mega-grants”, recommending votes against compensation committee chairs when outsized one-time awards exhibited “excessive quantum, lack of adequate performance conditions, and excessive dilution.” Welltower’s special awards almost certainly triggered this new policy at that time.

The pattern is unmistakable. Shareholders pushed back in 2023 with a near-majority “no” vote. The committee responded with “extensive shareholder outreach,” met with investors representing 55% of outstanding shares, implemented some changes, and then, in October 2025, adopted the 10-Year ECAP: a plan orders of magnitude larger than anything that existed in 2022, without a binding shareholder vote. The 52% vote was a warning. The Board’s apparent answer was to go bigger, not smaller.

IX. THE COMPENSATION PEER GROUP: BENCHMARKING AGAINST NON-PEERS

Welltower’s 2026 proxy reveals a compensation peer group that appears designed to justify, rather than evaluate, executive pay. Of Welltower’s 17 compensation peers, only two are healthcare REITs, Ventas and Healthpeak. American Healthcare REIT, one of Welltower’s two most direct operating competitors in seniors housing, is not included.

Peer	Industry	Mkt Cap (\$B)	REIT?	Healthcare REIT?
Apollo Global (APO)	Alt. Asset Mgr	\$866	No	No
Carlyle Group (CG)	Alt. Asset Mgr	\$18	No	No
HCA Healthcare (HCA)	Hospital Operator	\$111	No	No
CBRE Group (CBRE)	RE Services	\$43	No	No
Prologis (PLD)	Industrial REIT	\$132	Yes	No
American Tower (AMT)	Cell Tower REIT	\$82	Yes	No
Equinix (EQIX)	Data Center REIT	\$104	Yes	No
Simon Property (SPG)	Mall REIT	\$66	Yes	No
Ventas (VTR)	Healthcare REIT	\$41	Yes	Yes
Healthpeak (DOC)	Healthcare REIT	\$12	Yes	Yes
Digital Realty (DLR)	Data Center REIT	\$68	Yes	No
Realty Income (O)	Net Lease REIT	\$59	Yes	No
Public Storage (PSA)	Self-Storage REIT	\$53	Yes	No
AvalonBay Communities (AVB)	Multifamily REIT	\$24	Yes	No
Equity Residential (EQR)	Multifamily REIT	\$23	Yes	No
Host Hotels & Resorts (HST)	Hotel REIT	\$14	Yes	No
BXP, Inc. (BXP)	Office REIT	\$9	Yes	No

Four of the seventeen peers are not REITs at all. Apollo Global Management and The Carlyle Group are alternative asset managers whose executives are compensated through carried interest and management fee economics that have no parallel in REIT operations. HCA Healthcare is a hospital operator. CBRE Group is a real estate services company. Each of these industries pays substantially more than the REIT sector, and each inflates the peer group median against which Welltower’s compensation is benchmarked. We believe WELL’s 2026 proxy acknowledges the strategy directly, stating that Welltower “competes for talent beyond just the REIT industry, including investment banks and private equity firms.”

X. THE TERMINATION TRAP: A BOARD THAT CANNOT FIRE ITS CEO WITHOUT A MEGA PAYMENT

WELL’s 2026 proxy statement and 8-K reveal a termination structure that effectively prevents the Board from changing leadership without triggering an enormous payout:

Scenario	Effect on LTIP Units	Net Result
Fired For Cause (fraud, felony, willful misconduct)	Full clawback of all unredeemed units	CEO loses everything
Fired Without Cause or CEO resigns for Good Reason	Full immediate acceleration: all units immediately redeemable for common stock	~\$500M+ golden parachute at current prices
Death or Disability	Full immediate acceleration, identical to without-cause	Full payout
Change in Control (Welltower acquired)	Full immediate acceleration	Full payout
CEO Resigns Voluntarily (without Good Reason)	Units locked until 2040 (15 yrs); distributions suspended; company repurchase right at discount	Golden handcuffs (cannot leave)
Poor Performance (stock declines, bad deals)	No provision: not “cause” under Delaware law	Cannot be clawed back

The critical gap: “cause” typically in standard REIT practice means fraud, criminal conduct, willful misconduct, or material breaches of duty. It does not mean poor stock performance, missed earnings, or bad acquisitions. There is no provision for termination due to underperformance. This creates a structural trap for the Board. If Welltower’s stock declines 30% over the next three years due to poor capital allocation, overpayment for acquisitions, or operational missteps, the Board cannot fire Mitra “for cause” without consequence. Firing him for poor performance is a termination “without cause”, triggering full immediate acceleration of approximately \$500 million or more in LTIP units. The Board would be paying the CEO half a billion dollars on the way out the door after he destroyed shareholder value.

In effect, the Board has traded the flexibility to change leadership for ten years of continuity, without shareholder approval of this tradeoff.

XI. A QUESTION FOR DELAWARE: CAN SHAREHOLDERS CHALLENGE THIS PLAN?

Welltower is incorporated in Delaware. The 10-Year ECAP was approved by the Board and compensation committee without a binding shareholder vote. The upcoming say-on-pay vote at the Company’s May 2026 annual meeting is advisory and non-binding. This raises the question of whether shareholders have legal recourse under Delaware law.

Several Delaware cases are instructive:

- **Tornetta v. Musk (Delaware Chancery, 2024)**
- **In re Investors Bancorp (Delaware Supreme Court, 2017)**
- **Trade Desk (Delaware Supreme Court, November 2025)**
- **Simon Property Group (Delaware Chancery, 2012–2014)**

We wish to be clear about the limitations of this analysis. We are not attorneys, and nothing in this letter constitutes legal advice or an opinion on the merits or likely outcome of any potential litigation. Shareholders have asked us if the 10-Year ECAP could be challenged and potentially overturned in Delaware courts. Our disclosure of the cases above is intended solely to outline prior situations that may be representative of the legal and governance dynamics at issue here. Whether the specific facts of Welltower’s plan rise to the level of a claim under Delaware law is a question for shareholders and their legal counsel, not for us.

XII. THE ALEXANDRIA PRECEDENT: WHEN SECTOR BETS AND GROWTH NARRATIVES COLLAPSE

No comparison better illustrates the danger of Welltower’s current trajectory than Alexandria Real Estate Equities, Inc. (NYSE: ARE), the dominant life science REIT. Alexandria’s story is a cautionary tale of what happens when a “best-in-class” REIT pursues aggressive growth fueled by sector-specific tailwinds and a compelling narrative, and the cycle turns.

The Timeline of Destruction

Date	Event	Stock Price
1994	Joel Marcus founds ARE with \$19M in Series A capital	—
Dec 2021	All-time high; life science boom, aggressive pipeline expansion	\$224
2022–2024	Rate hikes, life science oversupply emerges, demand falls 62% from 2021 peak	\$98
Oct 2025	Q3 earnings: \$32M impairment, guidance cut	\$63 (down 19% in one day)
Dec 2025	45% dividend cut	\$48
Dec 2025	Securities fraud class action filed	\$50
Dec 2025	S&P revises outlook to negative	\$48
April 2026	Current	\$45 (down ~80% from peak)

In 3.5 years, Alexandria shareholders lost approximately 80% of their value. A 14-year dividend growth streak was broken by a 45% cut. The S&P credit outlook is negative. And management’s 2026 guidance projects further FFO declines and occupancy deterioration.

The Parallels to Welltower Are Troubling

- 1. The visionary CEO narrative.** Joel Marcus founded Alexandria in 1994 and spent three decades pioneering the life science REIT niche. Nearly every ARE proxy filing described the company as “the first, preeminent, longest-tenured and pioneering owner, operator and developer” of life science real estate. Marcus built a powerful narrative that life science was a permanent secular growth story immune to normal real estate cycles. Mitra, who joined Welltower in 2016, became CIO in 2018, and became CEO in October 2020, did not found or build the company but has adopted a strikingly similar posture, using similar language about Welltower’s “data science platform,” senior housing demographics, and post-COVID occupancy recovery. Unlike Marcus, Mitra inherited an already best-in-class portfolio at cyclically depressed valuations, yet his compensation plan dwarfs anything Marcus ever received. Both CEOs presented sector-specific tailwinds as evidence of company-specific competitive advantage.
- 2. Aggressive growth as the performance metric.** Alexandria built a \$4.7 billion development pipeline and expanded aggressively into “Megacampus ecosystems” during the life science boom, using transaction volume and development starts as headline achievements on earnings calls. Welltower executed \$33 billion+ in transactions in 2025 alone, and Mitra leads earnings call with transaction volume as the proof point. Both strategies equated growth with value creation, until the cycle proved otherwise for Alexandria.
- 3. Sector concentration as a bet dressed up as strategy.** Alexandria concentrated entirely in life science real estate, positioning it as a secular growth thesis. Welltower is actively concentrating into senior housing, selling its outpatient medical portfolio and redirecting capital into the highest-growth segment. Both are single-sector bets that we believe carry concentration risk. When Alexandria’s sector turned, there was no diversification to cushion the fall. Welltower’s increasing concentration creates similar risk.
- 4. The “best-in-class” narrative.** Alexandria traded at premium multiples because the market believed life science real estate was a permanent secular growth story. Welltower trades at premium multiples because the market believes 80 million Baby Boomers guarantee senior housing demand for decades. Both narratives suppress the reality that real estate is cyclical and that overbuilding, recessions, policy changes, and financing conditions can turn any cycle faster than expected.
- 5. Dividend growth masking underlying risk.** Alexandria maintained a 14-year consecutive dividend increase streak, reinforcing the narrative of durable cash flow growth until Q4 2025, when the board cut the dividend by 45%. Welltower has been growing its dividend at approximately 10% annually. If the senior housing cycle turns, Welltower’s dividend could be impaired.
- 6. The speed of value destruction.** Alexandria went from \$224 to \$43 in approximately 3.5 years. Life science demand collapsed from its 2021 peak. Occupancy rates in core markets dropped meaningfully from the mid-90s. Senior housing occupancy could turn just as rapidly if unforeseen risks emerge: a recession, a new pandemic variant, changes to immigration policy affecting labor supply, or a construction cycle could all compress margins.

XIII. HUBRIS NEVER ENDS WELL: THE WARNING SIGNS

Mitra’s rhetoric is characteristic of executive confidence that has historically preceded value destruction, in our view:

“Welltower as an organization, it is work-in progress and it is in start-up mode. I am deeply worried about, frankly paranoid about any perceived notion of success because that creates complacency.” — Q2 2025 Earnings Call

Yet this seemingly “paranoid” CEO accepted a plan that could pay him billions. A CEO who is truly concerned about complacency does not accept half his Target award as time-based units requiring no performance, measured against benchmarks he’s been removed from, with a TSR floor cushioned by dividends, at milestones boosted by the very acquisition activity he controls, in our view.

The Netflix comparisons, thermodynamics metaphors, Newton’s law of gravitation, the Costco breakroom philosophy, the Charlie Munger quotes, these are the hallmarks of a CEO who has confused cyclical tailwinds with personal genius, in our view. When Mitra says on the Q3 2025 call:

“I would underscore that my colleagues are betting their prime years of their career on this idea.”

He is characterizing a plan where he receives \$7.4 million per year in tax-advantaged distributions, potentially growing to \$17 million by year 10, on units requiring zero performance, against deflated benchmarks, with market cap milestones fed by acquisitions as “betting.” Mitra is effectively “betting” \$2.6 billion and calling it sacrifice, in our view.

XIV. WHY THIS PLAN MAY SURVIVE

We owe shareholders an honest assessment of the probability that governance action will succeed. The answer is sobering.

The Shareholder Base

As of the most recent 13F filings, Welltower’s top shareholders are overwhelmingly passive index fund managers:

Rank	Holder	% of Total	Type
1	Vanguard Group	13.1%	Index/Passive
2	BlackRock	10.3%	Index/Passive
3	Capital Group	8.5%	Active
4	State Street	5.9%	Index/Passive
5	Cohen & Steers	4.8%	Active
6	Norges Bank	4.2%	Sovereign
7	FMR (Fidelity)	3.0%	Active
8	Bank of America	2.9%	Bank
9	Wellington Mgmt	2.7%	Active
10	Geode Capital	2.4%	Index/Passive
Top 10 Total		~58%	

The three largest pure index managers —Vanguard, BlackRock, and State Street — collectively own approximately **30% of Welltower’s outstanding shares**, plus additional passive managers push the total even higher.

Why Index Funds Cannot Save Shareholders

Index fund stewardship teams vote on thousands of proxy proposals annually. Their typical voting history on say-on-pay votes is to overwhelmingly support management.

This is the fundamental paradox: **Welltower’s compensation plan is effectively designed to be most objectionable precisely when the stock is performing well, which is exactly when shareholders are least likely to oppose it.**

The Board has already adopted the Program without a shareholder vote. The say-on-pay resolution at the next annual meeting is **non-binding**. Even if a majority of passive and active shareholders voted against say-on-pay, this result would not legally compel the Board to modify the Program.

In practical terms, we believe the compensation plan was designed to entrench management. Shareholders who object to its terms effectively have only one reliable remedy: **sell their shares.**

XV. VALUATION: THE CASE FOR SELLING WELLTOWER

Welltower shares currently trade at historically extreme valuations. For shareholders who are uncomfortable with the compensation plan’s incentive structure, we believe the valuation provides an independent and equally compelling reason to reduce or eliminate exposure.

Premium to NAV

Period	Price	NAV/Share	Premium to NAV
YE 2020	\$65	\$53	22%
YE 2021	\$86	\$63	36%
YE 2022	\$66	\$58	13%
YE 2023	\$90	\$52	75%
YE 2024	\$126	\$62	104%
YE 2025	\$186	\$80	133%
Current	\$211	\$87	144%

Welltower currently trades at approximately 144% above Green Street NAV. This is not only the highest premium since 2020, it is among the highest premiums ever observed for a large-cap REIT. To put this in context: a return to NAV from the current price would require a decline of approximately **60%**. Even a return to the 2023 premium level (~75%) would imply a price of approximately \$150, or **~30% downside** from current levels.

Since the plan was announced on October 27, 2025, the market has confirmed our thesis. Ventas has delivered a total return of approximately +21%, outperforming Welltower's +16% by roughly 440 basis points. Investors who sold Welltower and bought Ventas at \$72 on the day the 10-Year ECAP was disclosed would have earned nearly 4.5 percentage points more in under six months. The valuation premium we identified — 144% premium to NAV for WELL versus a much cheaper valuation for VTR — was not justified, in our view, and the market is beginning to correct it.

The Alternative: Ventas (VTR) and American Healthcare REIT (AHR)

Shareholders concerned about Welltower's compensation structure, valuation premium, and growth incentives should, in our view, consider reallocating to senior housing peers that offer comparable or superior demographic exposure at substantially lower valuations and without the same compensation-driven potential conflict of interest:

- **Ventas (NYSE: VTR):** The second-largest senior housing REIT trades at P/FFO of 22x versus WELL's 33x. Consensus estimates project 2027 FFO growth of ~10%. Dividend yield of 2.4% versus WELL's 1.4%. VTR offers nearly similar sector exposure at a meaningfully lower valuation entry point.
- **American Healthcare REIT (NYSE: AHR):** A high quality senior housing and post-acute REIT. Trades at a P/FFO of 24x versus WELL's 33x. Consensus estimates project 2027 FFO growth of 13%. Smaller and potentially higher-growth, but at a dramatically lower multiple. AHR provides senior living exposure without the mega-cap premium embedded in WELL.

The arithmetic is straightforward. At current prices, \$1 million invested in Welltower buys approximately \$410,000 of underlying NAV. **An investor switching from WELL to VTR or AHR receives ~50% more NAV per dollar invested**, comparable sector exposure, higher dividend yields, and avoids the risk that Welltower's compensation structure incentivizes value-destructive growth, in our view. If the senior housing cycle continues to strengthen as demographics suggest, all three stocks will benefit. But if the cycle turns, as it did for Alexandria's life science portfolio, we believe the stock trading at 144% premium to Green Street NAV has dramatically more downside than peers. Selling WELL and buying VTR and AHR is not a bet against senior housing. It is a bet against paying a 144% premium for the privilege of funding a compensation plan that may ultimately dilute your returns.

XVI. CONCLUSION

Charlie Munger said: "Show me the incentives and I'll show you the outcome." We believe the incentives in this Program point toward aggressive, dilutive growth maximizing market cap regardless of per-share value creation. They point toward portfolio concentration amplifying performance metrics tied to management's payout. They point toward a narrative of sacrifice that obscures what could become the most lucrative compensation arrangement in public REIT history based on our calculations and orders of magnitude beyond what even the most accomplished REIT CEOs have received.

At \$300 per share, a good but not extraordinary return for shareholders, Mitra's maximum award would approach \$2.6 billion. WELL's 2026 proxy discloses a performance cap at an implied value of \$350 per share, at which the CEO's award alone would be worth approximately \$3.04 billion. In either scenario, total distributions during the holding period would add ~\$110–240 million. For context:

- The late David Simon's \$120 million non-performance award was killed by 73% shareholder opposition after 16 years as CEO
- Hamid Moghadam voluntarily capped his pay at \$25 million after building Prologis from scratch over 40+ years

- Alexandria Real Estate’s management, with compensation 100x smaller than Mitra’s potential payout, still pursued growth aggressively enough to destroy 75% of shareholder value when the life science cycle turned
- Mitra has been CEO for 5.5 years, inherited his portfolio at COVID trough values, and could receive 20–100 times what any of these executives earned in their peak years

We recognize that the structure of Welltower’s shareholder base, with more than 30% passive index ownership and a non-binding say-on-pay mechanism, makes it unlikely that governance alone will force the Board to modify this Program. The plan is, in all probability, entrenched. Whether Delaware courts may provide an alternative avenue for redress is discussed in Section XI above.

The rational response is to sell, in our view. At a 144% premium to Green Street NAV and 33x forward FFO, Welltower share price embeds an extraordinary amount of optimism about both the senior housing cycle and management’s ability to deploy capital at massive scale. Shareholders can obtain comparable or superior senior housing exposure through Ventas (VTR) and American Healthcare REIT (AHR), receiving ~50% more net asset value per dollar invested, higher dividend yields, and freedom from the most aggressive executive compensation structure in REIT history.

Hubris in executive compensation, the belief that a management team is uniquely irreplaceable, that the current cycle justifies extraordinary rewards, that the rules of proportion and accountability can be suspended, may not end well for shareholders.

Respectfully,

Jonathan Litt
Land & Buildings Investment Management, LLC
April 2026

SOURCES AND NOTES

Welltower SEC Filings (8-K filed October 27, 2025 for plan terms, LTIP unit awards, termination provisions, performance metrics; DEF 14A filed April 10, 2026 for peer group, ATM issuance, committee meetings, director compensation, say-on-pay, termination; DEF 14A filed 2022 to 2025 for historical say-on-pay results, prior compensation, special award history), Peer company SEC Filings (including Simon Property Group 2024 DEF 14A for 2024, Prologis DEF 14A for 2022 to 2024, Alexandria 8-Ks in October 2025 and December for impairment, guidance and dividend data), Welltower press releases (October 27, 2025: 10-Year ECAP announcement, April 16, 2021: Patton board nomination), Bloomberg (stock prices, total returns, FFO multiples, healthcare REIT index, REIT index data and S&P 500 index data, market capitalization data, WELL top shareholder data), Green Street (NAV data), ISS 2026 Benchmark Policy, and Glass Lewis 2023 mega-grant policy.

Note: All stock prices, valuation multiples, and total return calculations are as of April 14, 2026 unless otherwise noted. L&B holds a short position in WELL, and long positions in VTR and AHR.

Legal Disclaimer

THIS WHITE PAPER IS FOR DISCUSSION AND INFORMATIONAL PURPOSES ONLY. THE VIEWS EXPRESSED HEREIN REPRESENT THE OPINIONS OF LAND & BUILDINGS AS OF THE DATE HEREOF. LAND & BUILDINGS RESERVES THE RIGHT TO CHANGE OR MODIFY ANY OF ITS OPINIONS EXPRESSED HEREIN AT ANY TIME AND FOR ANY REASON AND EXPRESSLY DISCLAIMS ANY OBLIGATION TO CORRECT, UPDATE OR REVISE THE INFORMATION CONTAINED HEREIN OR TO OTHERWISE PROVIDE ANY ADDITIONAL MATERIALS.

THE INFORMATION CONTAINED HEREIN IS BASED ON PUBLICLY AVAILABLE INFORMATION, INCLUDING FILINGS MADE WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") AND OTHER SOURCES, AS WELL AS LAND & BUILDINGS' ANALYSIS OF SUCH PUBLICLY AVAILABLE INFORMATION. LAND & BUILDINGS HAS RELIED UPON AND ASSUMED, WITHOUT INDEPENDENT VERIFICATION, THE ACCURACY AND COMPLETENESS OF ALL DATA AND INFORMATION AVAILABLE FROM PUBLIC SOURCES, AND NO REPRESENTATION OR WARRANTY IS MADE THAT ANY SUCH DATA OR INFORMATION IS ACCURATE. LAND & BUILDINGS RECOGNIZES THAT THE COMPANIES REFERENCED HEREIN, INCLUDING WELL, VTR AND AHR, MAY POSSESS CONFIDENTIAL OR OTHERWISE NON-PUBLIC INFORMATION THAT COULD LEAD THEM TO DISAGREE WITH LAND & BUILDINGS' VIEWS AND/OR CONCLUSIONS AND THAT COULD ALTER THE OPINIONS OF LAND & BUILDINGS WERE SUCH INFORMATION KNOWN. NO REPRESENTATION, WARRANTY OR UNDERTAKING, EXPRESS OR IMPLIED, IS GIVEN AS TO THE RELIABILITY, ACCURACY, FAIRNESS OR COMPLETENESS OF THE INFORMATION OR OPINIONS CONTAINED HEREIN, AND LAND & BUILDINGS AND EACH OF ITS DIRECTORS, OFFICERS, EMPLOYEES, REPRESENTATIVES AND AGENTS EXPRESSLY DISCLAIM ANY LIABILITY WHICH MAY ARISE FROM THIS WHITE PAPER AND ANY ERRORS CONTAINED HEREIN AND/OR OMISSIONS HEREFROM OR FROM ANY USE OF THE CONTENTS OF THIS WHITE PAPER.

EXCEPT FOR ANY HISTORICAL INFORMATION CONTAINED HEREIN, THE INFORMATION AND OPINIONS INCLUDED IN THIS WHITE PAPER CONSTITUTE FORWARD-LOOKING STATEMENTS, INCLUDING ESTIMATES AND PROJECTIONS PREPARED WITH RESPECT TO, AMONG OTHER THINGS, ANTICIPATED COMPANY PERFORMANCE, THE VALUE OF COMPANY SECURITIES, GENERAL ECONOMIC AND MARKET CONDITIONS AND OTHER FUTURE EVENTS. YOU SHOULD BE AWARE THAT ALL FORWARD-LOOKING STATEMENTS, ESTIMATES AND PROJECTIONS ARE INHERENTLY UNCERTAIN AND SUBJECT TO SIGNIFICANT ECONOMIC, COMPETITIVE, AND OTHER UNCERTAINTIES AND CONTINGENCIES AND HAVE BEEN INCLUDED SOLELY FOR ILLUSTRATIVE PURPOSES. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THE INFORMATION CONTAINED HEREIN DUE TO REASONS THAT MAY OR MAY NOT BE FORESEEABLE. THERE CAN BE NO ASSURANCE THAT ANY SECURITIES REFERENCED IN THIS WHITE PAPER, INCLUDING WELL, VTR AND AHR, WILL TRADE AT THE PRICES THAT MAY BE IMPLIED HEREIN, AND THERE CAN BE NO ASSURANCE THAT ANY OPINION OR ASSUMPTION HEREIN IS, OR WILL BE PROVEN, CORRECT.

THIS WHITE PAPER AND ANY OPINIONS EXPRESSED HEREIN SHOULD IN NO WAY BE VIEWED AS ADVICE ON THE MERITS OF ANY DECISION WITH RESPECT TO ANY OF THE COMPANIES OR SECURITIES REFERENCED HEREIN, INCLUDING WELL, VTR AND AHR. THIS WHITE PAPER IS NOT (AND MAY NOT BE CONSTRUED TO BE) LEGAL, TAX, INVESTMENT, FINANCIAL OR OTHER ADVICE. EACH RECIPIENT SHOULD CONSULT THEIR OWN LEGAL COUNSEL AND TAX AND FINANCIAL ADVISERS AS TO LEGAL AND OTHER MATTERS CONCERNING THE INFORMATION CONTAINED HEREIN. THIS WHITE PAPER DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL OF THE INFORMATION THAT MAY BE RELEVANT TO AN EVALUATION OF THE COMPANIES OR SECURITIES REFERENCED HEREIN, INCLUDING WELL, VTR AND AHR, OR THE MATTERS DESCRIBED HEREIN.

THIS WHITE PAPER DOES NOT CONSTITUTE (AND MAY NOT BE CONSTRUED TO BE) A SOLICITATION OR OFFER BY LAND & BUILDINGS OR ANY OF ITS DIRECTORS, OFFICERS, EMPLOYEES, REPRESENTATIVES OR AGENTS TO BUY OR SELL ANY SECURITIES REFERENCED HEREIN, INCLUDING WELL, VTR AND AHR, OR SECURITIES OF ANY OTHER PERSON IN ANY JURISDICTION OR AN OFFER TO SELL AN INTEREST IN FUNDS MANAGED BY LAND & BUILDINGS. THIS WHITE PAPER DOES NOT CONSTITUTE FINANCIAL PROMOTION, INVESTMENT ADVICE OR AN INDUCEMENT OR ENCOURAGEMENT TO PARTICIPATE IN ANY PRODUCT, OFFERING OR INVESTMENT OR TO ENTER INTO ANY AGREEMENT WITH THE RECIPIENT. NO AGREEMENT, COMMITMENT, UNDERSTANDING OR OTHER LEGAL RELATIONSHIP EXISTS OR MAY BE DEEMED TO EXIST BETWEEN OR AMONG LAND & BUILDINGS AND ANY OTHER PERSON, INCLUDING THE PARTIES AND INDIVIDUALS REFERENCED HEREIN, BY VIRTUE OF FURNISHING THIS WHITE PAPER. NO REPRESENTATION OR WARRANTY IS MADE THAT LAND & BUILDINGS' INVESTMENT PROCESSES OR INVESTMENT OBJECTIVES WILL OR ARE LIKELY TO BE ACHIEVED OR SUCCESSFUL OR THAT LAND & BUILDINGS' INVESTMENTS WILL MAKE ANY PROFIT OR WILL NOT SUSTAIN LOSSES. PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.

FUNDS MANAGED BY LAND & BUILDINGS CURRENTLY HOLD POSITIONS (WHETHER SHORT AND/OR BENEFICIAL) AND/OR HAVE AN ECONOMIC INTEREST IN CERTAIN OF THE SECURITIES REFERENCED HEREIN, INCLUDING WELL, VTR AND AHR. LAND & BUILDINGS INTENDS TO REVIEW ITS INVESTMENTS ON A CONTINUING BASIS AND DEPENDING UPON VARIOUS FACTORS, INCLUDING WITHOUT LIMITATION, THEIR FINANCIAL POSITION AND STRATEGIC DIRECTION, THE OUTCOME OF ANY DISCUSSIONS, OVERALL MARKET CONDITIONS, OTHER INVESTMENT OPPORTUNITIES AVAILABLE TO LAND & BUILDINGS, AND THE AVAILABILITY OF THEIR SECURITIES AT PRICES THAT WOULD MAKE THE PURCHASE OR SALE OF SUCH SECURITIES DESIRABLE, LAND & BUILDINGS MAY FROM TIME TO TIME (IN THE OPEN MARKET OR IN PRIVATE TRANSACTIONS) BUY, SELL, COVER, HEDGE OR OTHERWISE CHANGE THE FORM OR SUBSTANCE OF ANY OF ITS INVESTMENTS TO ANY DEGREE IN ANY MANNER PERMITTED BY LAW AND EXPRESSLY DISCLAIMS ANY OBLIGATION TO NOTIFY OTHERS OF ANY SUCH CHANGES. LAND & BUILDINGS ALSO RESERVES THE RIGHT TO TAKE ANY ACTIONS WITH RESPECT TO ITS INVESTMENTS AS IT MAY DEEM APPROPRIATE. LAND & BUILDINGS HAS NOT SOUGHT OR OBTAINED CONSENT FROM ANY THIRD PARTY TO USE ANY STATEMENTS OR INFORMATION CONTAINED HEREIN. ANY SUCH STATEMENTS OR INFORMATION SHOULD NOT BE VIEWED AS INDICATING THE SUPPORT OF SUCH THIRD PARTY FOR THE VIEWS EXPRESSED HEREIN. ALL TRADEMARKS AND TRADE NAMES USED HEREIN ARE THE EXCLUSIVE PROPERTY OF THEIR RESPECTIVE OWNERS.