



**AMENDED AND RESTATED  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

**Adopted March 9, 2006; Amended March 19, 2019**

**Purpose and Responsibilities**

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Ventas, Inc. (the “*Company*”) will (i) identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) select or recommend to the Board for selection, director nominees, (iii) oversee the evaluation of the Board and Board committees, (iv) develop and recommend to the Board a set of corporate governance guidelines and the corporate code of ethics and (v) generally advise the Board on corporate governance and related matters.

**Membership and Meetings**

The Committee will consist of not fewer than three (3) members of the Board, each of whom shall be appointed by the Board on the recommendation of the Committee to serve until the next annual meeting of the Board or until his or her successor shall be duly appointed. If a Chairperson of the Committee is not designated by the Board, the members of the Committee may designate a Chairperson by majority vote of the Committee membership. Each Committee member shall satisfy the independence requirements as established by rules promulgated by the New York Stock Exchange (the “*NYSE*”), as such rules may be amended from time to time.

The Committee will meet in person or telephonically as often as it determines is necessary or appropriate to carry out its responsibilities. The Chairperson of the Committee, in consultation with the other Committee members, will determine the frequency and length of the meetings and will set agendas consistent with this Charter. In the absence of the Chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Committee will keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company and will report its actions and recommendations to the Board after each Committee meeting and as the Board may further request. A majority of the members of the Committee will constitute a quorum to transact business. The Committee may take action without a meeting by unanimous written consent of its members. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as are necessary or desirable and not inconsistent with the provisions of the Bylaws of the Company or this Charter.

## **Authority and Responsibilities**

In furtherance of the Committee's purpose, and in addition to any other responsibilities which may be properly assigned by the Board, the Committee will have the following authorities and responsibilities:

- The Committee will establish or approve the criteria for Board membership, which criteria will cover such areas as diversity, experience and skill.
- The Committee will make recommendations to the Board regarding its size, composition and tenure of directors.
- The Committee will review stockholder proposals and proposed responses.
- The Committee will advise the Board on the appropriate structure and operations of all committees of the Board, including committee member qualifications. The Committee may review and recommend to the Board committee assignments and additional committee members to fill vacancies as needed.
- The Committee will select or recommend to the Board the nominees to stand for election as a director at the Company's annual meeting of stockholders, or, if applicable, at the special meeting of stockholders. In the case of a vacancy on the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy. In nominating candidates, the Committee shall abide by the Company's Director Nomination Process Policy, as same may be amended from time to time.
- Through 2019, the Committee will annually review and make recommendations to the full Board regarding the amount and types of compensation that should be paid to the Company's outside directors, to ensure that such pay levels remain competitive, taking into account such factors as the company's size, industry characteristics, location, the practices at comparable companies, and such other factors as the Committee deems relevant.
- The Committee shall annually review with the Board succession planning with respect to the Chief Executive Officer and the other executive officers of the Company.
- The Committee shall have the resources necessary to discharge its duties and responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of professional services of any counsel or consultant retained by the Committee. The Committee shall be assisted by appropriate corporate staffs, and in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem appropriate, with the expense incurred in their use to be paid by the Company. The foregoing authority includes obtaining advice and assistance from internal or external legal, accounting or other advisors and consultants. The Committee will have the sole authority to retain and

terminate any search firm to be used to identify director candidates on behalf of the Company and shall have the sole authority to approve the search firm's fees and other retention terms.

- The Committee will periodically review the Company's policies and procedures, including without limitation, the corporate governance guidelines and the corporate code of ethics as it deems appropriate and will recommend any changes or modifications to the Board for approval.
- The Committee will develop, implement, review and monitor an orientation program for new directors as well as a continuing education program for the existing directors.
- The Committee will monitor developments, trends and best practices in corporate governance, and take such actions in accordance therewith as it deems appropriate.
- To the extent not otherwise inconsistent with its obligations and responsibilities, the Committee may form subcommittees of independent directors and delegate authority hereunder as it deems appropriate.
- The Committee will oversee, as it deems appropriate, an evaluation process of the Board and each of the Board Committees as well as an annual self-performance evaluation, and present its findings to the Board.
- The Committee will perform such other activities consistent with this Charter, the Company's Bylaws, governing law, the rules and regulations of the NYSE, the Securities and Exchange Commission (the "SEC") and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate.

### **Governing Documents**

The Committee will periodically review this Charter, the Company's Certificate of Incorporation and Bylaws and will recommend any changes and or amendments to the Board, as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of the NYSE, the SEC and any other legal or regulatory requirements.

Any amendments to this Charter will require the approval of a majority of the Board of the Company.

### **Limitations of Authority**

If the Company is legally required by contract or otherwise to provide any third party with the ability to nominate a director to the Board, (e.g., preferred stock rights to elect directors upon a dividend default, stockholder agreements and management agreements), the selection and nomination of such director is not subject to the requirements set forth herein.