

**HEALTH CARE REIT, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors of Health Care REIT, Inc. (“HCN”) has adopted these guidelines to promote the effective functioning of the Board and its committees. These guidelines, along with the Certificate of Incorporation, By-Laws and Board committee charters, provide the framework for the governance of HCN.

**1. Director qualification standards.**

a. In accordance with its charter, the Nominating/Corporate Governance Committee is responsible for identifying and recommending to the Board the nominees to stand for election at each annual meeting of stockholders and the nominees to fill vacancies or newly created positions on the Board.

b. In connection with the selection and nomination process, the Nominating/Corporate Governance Committee shall develop, recommend to the Board and periodically review policies, processes and criteria regarding the identification and selection of Board nominees, including nominees recommended by stockholders of HCN. Those policies, processes and criteria shall at a minimum contain the provisions set forth in the Nominating/Corporate Governance Committee charter. In connection with the selection and nomination process, the Nominating/Corporate Governance Committee shall review the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of HCN and the Board. The Nominating/Corporate Governance Committee will generally look for individuals who have displayed high ethical standards, integrity and sound business judgment. This process is designed to ensure that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to HCN’s business.

c. The Board will consist of at least a majority of non-employee directors who meet the criteria for independence set by the New York Stock Exchange (“NYSE”) and any other applicable rules and regulations. The Board will affirmatively determine on an annual basis, and HCN will disclose as required, as to whether each director is independent.

**2. Majority Voting.**

a. An incumbent director who fails to receive the required number of votes for re-election will tender his or resignation to the Board following the certification of the stockholder vote.

b. The Nominating/Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject it. In making its recommendation to the Board, the Nominating/Corporate Governance Committee may consider any factors and information it deems relevant or appropriate,

including, without limitation, (i) the stated reasons, if any, why stockholders withheld their votes, (ii) possible alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications and contributions, and (v) the overall composition of the Board.

c. The Board will act on the Nominating/Corporate Governance Committee's recommendation no later than 90 days following the date of the certification of the stockholder vote. In considering the Nominating/Corporate Governance Committee's recommendation, the Board will consider the factors and information considered by the Nominating/Corporate Governance Committee and such additional factors and information the Board deems relevant or appropriate.

d. Following the Board's decision on the Nominating/Corporate Governance Committee's recommendation, the Company will publicly disclose the Board's decision and explain the rationale behind the decision.

e. Any director who is required to tender his or her resignation in accordance with this Section 2 will not participate in the consideration of the matter by the Nominating/Corporate Governance Committee or the Board.

f. If a majority of the members of the Nominating/Corporate Governance Committee fail to receive the required number of votes for re-election, then the independent directors then serving on the Board who did receive the required number of votes for re-election and the independent directors who were not standing for election will appoint a Board committee (the "Temporary Committee") from amongst themselves solely for the purpose of considering the tendered resignations and making a recommendation to the Board regarding such tendered resignations. Notwithstanding the foregoing, if fewer than three directors would be eligible to serve on the Temporary Committee, the entire Board (other than the directors whose resignations are being considered) will make the determination to accept or reject the resignations without any recommendation from the Nominating/Corporate Governance Committee and without the creation of the Temporary Committee.

### **3. Director responsibilities.**

a. Promote the best interests of HCN and its stockholders by overseeing the management of HCN's business and affairs.

b. Select, evaluate and compensate the Chief Executive Officer ("CEO") and approve the appointment and compensation of the other members of the senior management team.

c. Oversee and interact with senior management with respect to key aspects of the business including strategic planning, management development and succession, operating performance and stockholder returns.

d. Provide general advice and counsel to HCN's CEO and members of the senior management team.

e. Attend, in the aggregate, at least 75% of all Board meetings and meetings of committees on which they serve and spend the time needed to review materials in advance of such meetings.

#### **4. Director access to Management and, as necessary and appropriate, independent advisors.**

a. The Board shall have full and free access to members of the senior management team and all other employees of HCN in order to ensure that all members of the Board may ask all questions and glean all information necessary to fulfill their duties. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO; provided, however, that any director has the right to directly contact HCN's internal auditor (or persons performing the internal audit function) without informing members of the senior management team. The Board may specify a protocol for making such inquiries. Management is encouraged to invite HCN personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.

b. The Board and each committee of the Board has the right to retain such outside advisors, including, without limitation, accountants, legal counsel or other experts or consultants, as the Board and such committee, in its sole and absolute discretion, deems advisable or appropriate. HCN will pay all of the fees and expenses of any such advisors.

#### **5. Director compensation.**

a. The form and amount of director compensation is determined by the Board upon the recommendation of the Compensation Committee in accordance with the policies and principles set forth herein and those that may be adopted by the Compensation Committee pursuant to its charter, as well as all applicable legal and regulatory guidelines. Generally, the Board's policy is to pay its non-employee directors appropriate and competitive compensation so as to ensure HCN's ability to attract and retain highly-qualified directors. Employee directors are not paid additional compensation for their services as directors. The Compensation Committee will conduct reviews, from time to time, of director compensation. The Compensation Committee will take into consideration that a director's independence may be jeopardized if director compensation and perquisites exceed customary levels, if HCN makes substantial charitable contributions to organizations with which a director is affiliated, and if HCN enters into a consulting contract with, or provides other indirect forms of compensation to, an organization with which a director is affiliated.

b. Directors who are employees of HCN do not receive additional compensation for serving as directors.

c. Directors who are members of the Audit Committee may receive no compensation from HCN other than the fees they receive for serving as directors.

#### **6. Director orientation and continuing education.**

a. The Board shall implement and maintain an orientation program for newly elected directors. The orientation process will include providing new Board members with comprehensive information about HCN's business and financial performance, as well as policies, procedures and responsibilities of the Board and its committees. New Board members will also meet with members of the senior management team and will have the opportunity to visit HCN's headquarters.

b. HCN will facilitate the participation of all Board members in relevant continuing education programs. Directors are required to continue to educate themselves with respect to accounting and finance matters, leadership, industry practices, general management and strategic planning. Members of HCN's senior management team may also review with the Board, from time to time, certain aspects of HCN's operations as part of regularly scheduled Board meetings.

#### **7. Management succession.**

The Compensation Committee will conduct an annual review of the CEO's performance and oversee the evaluation of the other members of the senior management team, as set forth in its charter. At least annually, the Board will review succession plans for HCN's CEO and other members of the senior management team. Succession planning will address both succession in the ordinary course of business and contingency planning in case of unexpected events. From time to time, the CEO will make his recommendations and evaluations of potential successors, along with a review of any development plans for such individuals.

#### **8. Annual performance evaluation of the Board.**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Board will also review the Nominating/Corporate Governance Committee's recommendations concerning the performance and effectiveness of the Board and its committees.

*Revised and Approved by the Board of Directors  
Health Care REIT, Inc.  
March 16, 2011*