

EPR PROPERTIES

CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF TRUSTEES

As Revised by the Board of Trustees on November 12, 2012

The Finance Committee (the “Committee”) is a committee of the Board of Trustees (the “Board”) of EPR Properties (the “Company”). The primary purpose of the Committee is to review the Company’s financial policies, strategies and capital structure and take such action and make such reports and recommendations to the Board as it deems advisable.

MEMBERSHIP

The Committee shall consist of no fewer than three members. Members of the Committee shall be suitably knowledgeable in matters pertaining to corporate finance. The members of the Committee shall be appointed and may be replaced by the Board.

DUTIES AND RESPONSIBILITIES

The central responsibilities of the Committee are to advise management and the Board on matters of finance and to assist the Board in setting policies governing the investment in or acquisition of securities or other assets of other entities or individuals and the issuance by the Company of debt and equity securities. While initial evaluation of strategic mergers and acquisitions is within the purview of the Committee, the ultimate determination with respect to strategic mergers and acquisitions shall continue to remain within the exclusive purview of the Board. To this end, the Committee’s tasks shall include, but are not limited to, the following functions:

1. Advise the Board concerning the investment in or acquisition of securities or other assets of other entities or individuals.
2. Advise management and the Board with respect to the capital structure of the Company, including the issuance of both debt and equity securities, as well as derivatives used for hedging certain risks.
3. Advise management and the Board with respect to the Company’s dividend policy.
4. Perform such further functions as shall from time to time be assigned to the Committee by the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval.

The Committee shall perform an annual self-evaluation of its effectiveness.

COMMITTEE STRUCTURE AND OPERATIONS

The Chairman of the Committee shall be designated by the Board. The Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Committee. In addition to the regular meeting schedule established by the Committee, the Chairman of the Committee may call a special meeting at any time.

The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise.

In the absence of the Chairman during any Committee meeting, the Committee may designate a Chairman pro tempore.

The Committee shall act only on the affirmative vote of a majority of the members present at a meeting or by unanimous written consent. The quorum for a meeting of the Committee shall consist of a majority of the members of the Committee.

The Committee may establish sub-committees consisting of one or more members to carry out such duties as the Committee may assign.