

## **EPR PROPERTIES**

### **CHARTER OF THE NOMINATING/COMPANY GOVERNANCE COMMITTEE OF THE BOARD OF TRUSTEES**

**As Revised by the Board of Trustees on December 6, 2019**

#### **I. PURPOSE, SCOPE AND ROLE**

The Nominating/Company Governance Committee (the “Committee”) is appointed by the Board of Trustees (the “Board”) of EPR Properties to assist in meeting the Board's responsibilities for corporate governance and the nomination of trustees.

The Committee has the authority, at the Company's expense, to engage outside legal counsel, search firms, consultants and other advisers as the Committee deems necessary to carry out its duties. The Committee shall have appropriate funding from the Company, as determined by the Committee, for payment of compensation of advisors engaged by the Committee, and administrative expenses necessary and appropriate for carrying out the Committee's responsibilities and duties. The Committee may form and delegate authority to subcommittees when appropriate which may consist of one or more members of the Committee.

#### **II. MEMBERSHIP**

The Committee shall consist of no fewer than three members, all of whom in the judgment of the Board shall meet the independence requirements of the New York Stock Exchange listing standards.

The members of the Committee shall be appointed and may be removed by the Board at any time. Each member shall serve until his or her successor is duly appointed and qualified or until his or her death, resignation, removal or failure to meet the qualifications set forth herein.

#### **III. MEETINGS**

The Chair of the Committee shall, in consultation with other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee. The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this Charter.

The Committee shall act only on the affirmative vote of a majority of the members present at a meeting or by unanimous written consent. A majority of the members of the Committee must be present or participating in the meeting in accordance with the Bylaws in order to constitute a quorum at Committee meetings. The Committee will fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Committee. The Committee may, in the discretion of the Chair, invite any trustee, member of management of the Company and such other persons as it seems appropriate to carry out its responsibilities, to attend the Committee's

meetings.

The Committee shall keep minutes and other records of its meetings and proceedings.

#### **IV. RESPONSIBILITIES AND DUTIES**

The Committee has the following responsibilities and duties:

1. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
2. Develop and periodically review criteria for the selection of Board members.
3. Screen and recommend the selection of nominees to the Board to fill vacancies and newly created trusteeships based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, skills, including financial literacy, and experience in the context of the needs of the Board.
4. Recommend to the Board the Trustee nominees for each annual shareholders meeting.
5. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection.
6. Consider a trustee's offer of resignation provided pursuant to the Company's Trustee Resignation Policy and recommend to the Board whether to accept or reject it.
7. Review and recommend to the Board an appropriate course of action in response to the resignation of any current Board member.
8. Make recommendations to the Board concerning the size, structure and composition of the Board and its committees.
9. Take a leadership role in establishing and overseeing the governance policies of the Company and developing and recommending to the Board a set of governance guidelines for the Company.
10. Monitor regulatory developments relating to company governance and make recommendations to the Board, as appropriate.
11. Review and oversee Trustee Orientation and continuing education programs.
12. Oversee the Company's social responsibility activities.

13. Review the Company's policies related to political contributions and lobbying.
14. Make regular reports to the Board.
15. Perform an annual self-evaluation of the Committee's effectiveness.
16. Take such other actions and do such other things as may be referred to it from time to time by the Board.

The Committee will consider trustee candidates recommended by shareholders who comply with EPR's regular procedures for making shareholder proposals or such alternative procedures as the Board may adopt and publicly disclose. The Committee will evaluate nominees recommended in good faith by shareholders in the same manner and using the same criteria as applicable to the Committee's own nominees, but may give greater weight to nominees recommended by holders of more than 5% of EPR's outstanding common shares. In evaluating candidates for nomination to the Board, the Committee will review their backgrounds and areas of expertise, and may obtain the views of management, investment bankers and other interested parties. The Committee may engage third parties to assist in identifying and evaluating candidates. The Committee shall not be required to disclose the reason for accepting or rejecting any nominee.

In nominating candidates for the Board, the Committee shall take into consideration such factors as it deems appropriate, including a candidate's judgment, skill, diversity, experience and commitment to good governance practices and the effective operation of the Board. The Committee may consider candidates recommended by management, but is not obligated to do so.

At a minimum, candidates for independent trustee, whether recommended by the Committee, shareholders or others, must meet the Company's independence standards for trustees, be of high integrity and have sufficient business, industry, financial and/or professional qualifications, skills and experience to make a meaningful contribution to the Board. The Committee will endeavor to nominate candidates whose backgrounds and skills complement those of the other trustees and management and who have expertise, experience and/or relationships in one or more areas important to EPR's business.

Each nominee for independent trustee shall meet the independence requirements of the New York Stock Exchange and the Company's independence standards for trustees. Each member of the Audit Committee shall also meet the additional independence requirements in SEC Rule 10A-3. Each member of the Audit Committee shall be "financially literate" as contemplated by NYSE rules. At least one member of the Audit Committee shall be an "Audit Committee financial expert," as defined in Item 401(h) of SEC Regulation S-K. Each member of the compensation committee shall meet the definition of "non-employee director" within the meaning of SEC Rule 16b-3. At least one member of the Board should have experience in real estate and real estate finance. The Committee does not believe it should otherwise establish specific minimum standards that must be met by any nominee.

Nothing in this charter shall affect the terms of any contract to which EPR is a party or the terms of any securities issued by EPR which provide for the selection or nomination of trustees, including but not limited to the rights of holders of preferred shares to elect trustees upon certain

dividend defaults.

## **V. COMMITTEE STRUCTURE**

The Chair of the Committee shall be designated by the Board. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise. In the absence of the Chair during any Committee meeting, the Committee may designate a Chair pro tempore.

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

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