

## **EPR PROPERTIES**

### **SECOND AMENDED AND RESTATED CHARTER OF THE NOMINATING/COMPANY GOVERNANCE COMMITTEE OF THE BOARD OF TRUSTEES**

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

The nominating/company governance committee is appointed by the Board to assist in meeting the Board's responsibilities for corporate governance and the nomination of trustees.

#### **MEMBERSHIP**

The committee shall consist of no fewer than three members who meet the independence requirements of the New York Stock Exchange.

The members of the committee shall be appointed and may be replaced by the Board. Unless elected by the full Board, the members of the committee may designate a Chairman.

#### **PURPOSE AND RESPONSIBILITIES**

The committee shall be directly responsible for:

1. Identifying individuals qualified to become Board members, consistent with criteria approved by the Board.
2. Selecting, or recommending that the Board select, the trustee nominees for each annual shareholders meeting.
3. Taking 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.
4. Overseeing the evaluation of the Board and management of the Company.

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 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, and "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. 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.

In the event of a vacancy on the Board (including one caused by an increase in the size of the Board) the committee shall recommend to the Board an individual to fill such vacancy.

The committee shall have sole authority to retain and terminate any search firm used to identify trustee candidates and to approve that firm's fees and other retention terms. The committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company.

The committee shall recommend from time to time any increase in the size or change in the composition of the Board that the committee deems advisable.

The committee shall make regular reports to the Board.

The committee shall review and reassess the adequacy of the Company's governance guidelines and this charter annually and recommend any changes to the Board for approval.

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

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.