

HEALTHCARE TRUST OF AMERICA, INC. CODE OF ETHICS

We believe that long-term, trusting business relationships are built by being honest and fair. We strive to uphold the highest professional standards in all business operations and we expect that those with whom we do business will also adhere to these standards.

The basic principle underlying our business practices is good judgment. Laws and regulations help frame good judgment. This means for everyone at Healthcare Trust of America, Inc. (together with its affiliates, the “Company”), we must follow the spirit of the law and act with integrity and ethics, even when the law is not specific.

This Code of Ethics (the “Code”) outlines the broad principles of legal and ethical business conduct embraced by the Company. It is not a complete list of legal or ethical issues a director, officer or employee might face in the course of business and, therefore, the Code must be applied using common sense and good judgment. All members of the Board of Directors of the Company (the “Board”), officers and employees of the Company must conduct themselves according to these policies and seek to avoid even the appearance of improper behavior.

All directors, officers and employees of the Company are expected to be familiar with the Code and to adhere to its principles and procedures. Failure to comply with the Code can damage the Company’s good name, investor and customer relations, and limit business opportunities. In addition, conduct that violates applicable laws and regulations can subject the individuals involved and the Company and its directors and officers to civil liability and, in certain cases, prosecution, imprisonment and fines. Therefore, the Company intends to prevent conduct that is not in compliance with the Code, stop any such conduct that may occur as soon as reasonably possible after its discovery, and discipline those who violate the Code and the Company’s related policies and procedures, including officers and employees who fail to exercise proper management and oversight to detect a violation by employees. Such discipline may include termination of employment, referral for criminal prosecution, and commencement of civil proceedings for reimbursement of any losses or damage resulting from the violation. We will enforce the Code consistently, without regard to title or tenure.

I. Covered Persons; Purpose of the Code

The Code applies to all directors, officers and employees of the Company (collectively, the “Covered Persons”) for the purpose of promoting:

- honest and ethical conduct, including, without limitation, the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission (“SEC”), and in other public communications made by the Company;

- compliance with applicable laws and governmental rules and regulations;
- compliance with the rules and regulations of the New York Stock Exchange (“NYSE”);
- prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code;
- accountability for adherence to the Code; and
- the deterrence of wrongdoing.

II. Conflicts of Interest

Covered Persons should be scrupulous in avoiding conflicts of interest with regard to the interests of the Company. A “conflict of interest” occurs when a Covered Person’s personal interests or the interests of his or her family members conflict, or reasonably appears to conflict, with the interests of the Company as a whole. Each Covered Person should avoid any personal interest that influences his or her ability to act in the interests of the Company or that makes it difficult to perform his or her responsibilities objectively and effectively.

The following list provides examples of prohibited conflicts of interest under the Code, but Covered Persons should keep in mind that these examples are not exhaustive. The overarching principle is that the personal interest of a Covered Person should not be placed improperly before the interest of the Company.

Each Covered Person must:

- not use his or her personal influence or personal relationships improperly to influence business decisions or financial reporting by the Company whereby the Covered Person would benefit personally to the detriment of the Company;
- not cause the Company to take action, or fail to take action, for the personal benefit of the Covered Person to the detriment of the Company; and
- report at least annually any affiliations or other relationships that could give rise to conflicts of interest.

In addition to the prohibitions in the Code, federal securities laws prohibit personal loans to directors and executive officers by the Company.

In order to avoid situations in which a conflict of interest involving a Covered Person may result in an improper benefit, all transactions involving a conflict of interest must be approved by a majority of the Board (including a majority of the independent directors) not otherwise interested in the transaction as fair and reasonable to the Company and on terms not less favorable to the Company than those available from unaffiliated third parties. Conflicts of interest may not always be clear-cut, so if a Covered Person has a question, he or she shall

promptly bring it to the attention of the Chairman of the Audit Committee of the Board. Examples of potential conflicts of interest include:

- service as a director on the board of any other business organization;
- the receipt of non-nominal gratuities, gifts (including, without limitation, gifts of equipment, discounts or favored personal treatment) or anything else of value from an existing or prospective customer, supplier or other outside party;
- the receipt of entertainment from any company with which the Company has current or prospective business dealings, including, without limitation, investments in such companies, unless such entertainment is business-related, reasonable in cost, appropriate as to time and place, complies with applicable law, is not so frequent as to raise any questions of impropriety, and the public disclosure of which would not embarrass the Company; or
- any ownership interest in, or any consulting or employment relationship with, any of the Company's unaffiliated service providers.

The Company encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of the duties of a Covered Person. Each Covered Person shall contact the Audit Committee of the Board before agreeing to participate in any civic or political activity that is likely to unduly interfere with the performance of his or her duties as a director, officer or employee of the Company.

III. Corporate Opportunities

As a director, officer or employee of the Company, each Covered Person has an obligation to advance the Company's interests when the opportunity to do so arises. Covered Persons are therefore not allowed to (a) personally take opportunities that are discovered through the use of corporate property, information or position; (b) use corporate property, information or position for personal gain; or (c) compete with the Company, in each case whether directly or through other businesses in which they have an interest. Notwithstanding the foregoing, Covered Persons may pursue any opportunity that has been properly disclosed to the Company on the same terms and conditions as originally proposed and is consistent with the other ethical guidelines set forth in the Code if the Company waives its rights with respect to such opportunity.

IV. Confidentiality

Covered Persons shall maintain the confidentiality of confidential information entrusted to them by the Company, its directors, officers, lenders, landlords, tenants, customers, suppliers or other parties with which the Company transacts business, except when disclosure is authorized by the Chairman of the Audit Committee or required by law, regulation or a legal proceeding. Whenever feasible, Covered Persons should consult with the Chairman of the Audit Committee if they believe they have a legal obligation to disclose confidential information. Confidential information includes all non-public information, and all other information the disclosure of

which might be harmful to the Company or parties with which the Company transacts business, including, without limitation, information that could (i) be of use to competitors of the Company, (ii) have an adverse effect on the Company's business relationships or otherwise adversely affect the reputation or perception of the Company in the business, financial, investment or real estate community, (iii) impair the value of any of the Company's assets or (iv) expose the Company to legal claims, regulatory actions or other forms of liability. Covered Persons shall not share confidential information with anyone outside of the Company, including family and friends. Covered Persons remain under an obligation to keep all information confidential even if their relationship with the Company ends. All public and media communications involving the Company shall be handled exclusively by the President of the Company or the President's designees.

The Company recognizes that some employees may wish to participate in various forms of social media on an individual basis. If any employee decides to engage in social media communities, such employee is expected to protect the privacy of the Company, its directors, other employees, stockholders, lenders, landlords and tenants, and such employee must not speak on behalf of the Company without specific authorization to do so in each instance.

V. Recordkeeping

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and authorized by the Audit Committee of the Board. Records should always be retained or destroyed according to the Company's record retention policies.

VI. Fair Dealing

Each Covered Person shall deal fairly with the Company's customers, suppliers, competitors, officers and employees. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing or practice. The Company seeks competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Covered Persons must disclose prior to or at their time of hire the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar agreement with a former employer that in any way restricts or prohibits the performance of any duties or responsibilities of their positions with the Company. Copies of such agreements should be provided to the President of the Company to permit evaluation of the agreement in light of the employee's position. In no event shall a Covered Person use any trade secrets, proprietary information or other similar property, acquired in the course of his or her employment with another employer, in the performance of his or her duties for or on behalf of the Company.

VII. Protection and Proper Use of Company Assets

All Covered Persons shall protect the Company's assets and ensure their efficient and proper use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes. Company assets may not be used for personal benefit, sold, loaned, given away or disposed of without proper authorization. Permitting Company property to be damaged, lost or used in an unauthorized manner is strictly prohibited. Covered Persons shall not use corporate or other official stationary for personal purposes.

VIII. Compliance with Laws, Rules and Regulations

Each Covered Person has an obligation to comply with all laws, rules and regulations applicable to the Company. Basic provisions of two of the more specific and complex areas of law are described below.

8.1 Insider Trading

Covered Persons are prohibited from trading in the stock or other securities of the Company while in possession of material, non-public information about the Company. Covered Persons are also prohibited from "tipping", *i.e.*, recommending, or suggesting that a third party buy or sell stock or other securities of the Company on the basis of material, nonpublic information. Moreover, Covered Persons who obtain material non-public information about another company in the course of their service with the Company are prohibited from trading in the stock or securities of that company while in possession of such information or "tipping" others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including dismissal. Please see the Company's Insider Trading Policy for more information on this subject t.

8.2 Foreign Corrupt Practices

The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to a foreign government official or foreign political candidate in order to obtain, retain or direct business. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by a Covered Person or an agent acting on his/her behalf, to a foreign official, foreign political party or official thereof or any candidate for a foreign political office for the purpose of influencing any act or decision of such foreign person or inducing such person to use his or her influence or in order to assist in obtaining or retaining business for, or directing business to, any person. Covered Persons are also prohibited from offering or paying anything of value to any foreign person if it is known or it should have been known that all or part of such payment will be used for the above-described prohibited actions. This provision includes situations when intermediaries, such as affiliates or agents, are used to channel payoffs to foreign officials.

8.3 Other

Other laws that frequently apply to activities that Covered Persons may have an opportunity to engage in include the law of copyrights, trademarks and trade secrets, information privacy, political contributions, antitrust laws, environmental laws, employment laws, laws relating to alcoholic beverages, campaign finance laws, tax laws, securities laws, civil rights laws and occupational health and safety laws. Covered Persons should note that the Board does not advise reliance on any discussions or descriptions within the Code to determine whether any particular behavior is lawful. Instead, Covered Persons are expected to understand and comply with all laws, rules and regulations that apply to their respective positions and should consult with the Company's General Counsel whenever doubt exists about whether a specific course of action is permissible.

IX. Disclosure and Compliance

Each Covered Person should:

- familiarize himself or herself with the disclosure requirements generally applicable to the Company;
- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's directors and auditors, and to governmental regulators and self-regulatory organizations;
- to the extent appropriate within his or her area of responsibility, consult with other officers and employees of the Company and affiliates of the Company with the goal of promoting full, fair, accurate, timely and understandable disclosure in the reports and documents the Company files with, or submits to, the SEC, the NYSE, and in other public communications made by the Company; and
- promote compliance with the standards and restrictions imposed by applicable laws, rules and regulations.

X. Accountability

Each Covered Person must:

- upon becoming a Covered Person, affirm in writing to the Board that he or she has received, read and understands the Code;
- annually thereafter affirm to the Board that he or she has complied with the requirements of the Code;
- annually obtain a certification from the Chief Executive Officer of the Company that such Covered Person has complied with the applicable requirements of the NYSE;

- not retaliate against any other Covered Person or any employee of the Company or affiliate of the Company for reports of potential violations that are made in good faith; and
- notify the Chairman of the Audit Committee promptly if he or she knows of any material violation of the Code.

XI. Accounting Complaints

The Company's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Company. If any Covered Person of the Company has concerns or complaints regarding questionable accounting or auditing matters (including, but not limited to, knowingly providing any false or misleading representation to an auditor) which in any way affects the Company, then he is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) to the Chairman of the Audit Committee of the Board.

XII. Reporting any Illegal or Unethical Behavior and Non-Retaliation

Covered Persons are encouraged to talk to officers of the Company about observed illegal or unethical behavior and about the best course of action in a particular situation. Covered Persons who are concerned that violations of the Code have occurred or may occur or that other illegal or unethical conduct by other Covered Persons has occurred or may occur should contact (anonymously, confidentially or otherwise) the Compliance Officer of the Code or the Chairman of the Audit Committee of the Board.

Directors, officers and employees must also respect each other's rights as well as those of third parties. The actions of directors, officers and employees must be free from discrimination, libel, slander or harassment. Each person must be treated with dignity and respect and accorded equal opportunity, regardless of age, race, sex, sexual preference, color, creed, religion, national origin, marital status, veteran's status, handicap or disability.

XIII. Administration and Violations of the Code of Business Conduct and Ethics

The Code shall be administered and monitored by the Code's Compliance Officer who shall be appointed by the Audit Committee of the Board. The Compliance Officer will handle the Company's day-to-day compliance matters, including:

- receiving, reviewing, investigating and resolving concerns and reports on the matters described in the Code;
- providing guidance on the meaning and application of the Code;
- reporting periodically and as matters arise (if deemed necessary by the Compliance Officer) to management and the Audit Committee on implementation and effectiveness of the Code and other compliance matters and recommending any updates or amendments to the Code that he deems necessary.

Any questions and further information on the Code should be directed to the Compliance Officer.

It is the Company's policy that any Covered Person who violates the Code will be subject to appropriate discipline, which may include reassignment, suspension, or where appropriate, dismissal. This determination will be based upon the facts and circumstances of each particular situation. A Covered Person suspected of violating the Code will be given an opportunity to discuss the events at issue prior to any determination of appropriate discipline. Covered Persons who violate the law or the Code may expose themselves to substantial civil damages and criminal sanctions.

Covered Persons are expected to follow the Code at all times. Generally, there should be no waivers of the Code. For the Company's principal executive officer, principal financial officer, principal accounting officer, and controller and the Company's directors, the Audit Committee shall have the sole and absolute discretionary authority to approve any deviation or waiver from or amendments to the Code. Any such waiver will be disclosed on the Company's website, by press release or filing a current report on Form S-K with the SEC.

XIV. Other Policies and Procedures

The Code shall be the sole code of ethics adopted by the Company for purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the applicable rules and regulations thereunder. Insofar as other policies or procedures of the Company govern or purport to govern the behavior or activities of the Covered Persons who are subject to the Code, they are superseded by the Code to the extent that they overlap or conflict with the provisions of the Code.

XV. Confidentiality of Reports & Records

All reports and records prepared or maintained pursuant to the Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by law or regulation, the rules of the NYSE, or the Code, such matters shall not be disclosed to anyone other than the Board and the Audit Committee.

XVI. Internal Use

The Code is intended solely for the internal use by the Company and does not constitute an admission, by or on behalf of the Company, as to any fact, circumstance or legal conclusion. A printed copy of the Code shall be provided to any shareholder of the Company who requests a copy.

Date: September 19, 2012