

HEALTHCARE TRUST OF AMERICA, INC.

WHISTLEBLOWER POLICY

Adopted as of September 19, 2012, and amended as of December 1, 2015

Healthcare Trust of America, Inc., a Maryland corporation (the “Company”), requires all employees, officers and directors of the Company to report illegal or unethical behavior. The Company has adopted this policy to encourage any employee, officer or director of the Company who knows of any such violation (a “Reporting Person”), or what is reasonably believed to be a violation, to report to a representative of the Company through one of the methods set forth in Section V possible (i) violations of law, including applicable securities laws, (ii) accounting irregularities, and (iii) other suspected wrongdoing, including their own, which in any way may affect the Company or the properties owned by the Company.

I. Purpose of the Policy.

The Company has adopted this policy in order to:

- discourage illegal or unethical activity and business conduct that may disrupt the business or operations of the Company, damage the Company’s reputation, harm its relationships with employees, stockholders, investment banks, real estate professionals, suppliers, tenants or the community at large, or lead to material loss;
- promote a climate of accountability with respect to Company resources;
- facilitate compliance with laws and regulations applicable to the Company and its directors, officers and employees; and
- ensure that no Reporting Person should feel at a disadvantage in raising legitimate concerns.

This policy provides a means whereby Reporting Persons can safely raise, through our third-party reporting web service (the “Reporting Website”) or the Healthcare Trust of America Reporting Hotline (the “Hotline”) and at a high level, serious concerns and disclose information that the Reporting Person believes in Good Faith (as defined below) could cause a Violation (as defined below). This policy does not apply to all grievances, such as those related to terms of employment or those concerns that are specifically addressed by existing Company policies relating to discriminatory harassment, and any such other grievances not specifically covered by this policy shall be handled in the manner stated in such other existing policies.

II. General Policy.

The Sarbanes-Oxley Act of 2002 provides certain legal protections to employees who provide information in investigations, including, without limitation, internal investigations, into certain types of violations of the securities laws and regulations, or who file proceedings relating to similar violations. Under these laws, the Company and its officers, employees and agents are prohibited from discharging, demoting, suspending, threatening, harassing, or in any other manner discriminating against an employee in the terms and conditions of his or her employment (collectively, “Retaliation”) because of any lawful act done by such employee to provide information which such employee reasonably believes constitutes a violation of any rule of the SEC or any other provision of federal law relating to fraud against the stockholders of the Company.

Accordingly, any Reporting Person who, in Good Faith, makes a Disclosure (as defined below) pursuant to this policy with respect to a Violation or potential Violation shall be protected from any Retaliation. For the purposes of this policy, “Good Faith” means that the Reporting Person has a reasonably held belief that the Disclosure is true and has not been made for personal gain, for malicious or frivolous reasons, or for any ulterior motive.

A “Violation” includes the following:

- violations of law which in any way may affect the Company or the properties owned by the Company, including, without limitation, any rule of the Securities and Exchange Commission (the “SEC”), federal laws related to fraud against the stockholders of the Company, and the laws and regulations of any jurisdiction in which the Company operates;
- violations of the Company’s policies, including the Company’s Code of Ethics, or statutory or other requirements for good corporate governance;
- violations of the Company’s Insider Trading Policy;
- improper accounting entries, violations of internal accounting controls or improper auditing matters which in any way may affect the Company or the properties owned by the Company, including, without limitation, the following:
 - fraud or intentional error in the preparation, evaluation, review or audit of any financial statement, tax return or other financial report of the Company;
 - fraud or intentional error in the recording and maintaining of financial records of the Company;
 - deficiencies in or non-compliance with the Company’s internal accounting controls;
 - misrepresentation or false statements to or by an officer or an accountant regarding a matter contained in the financial records, financial statements, tax returns or other financial reports of the Company;
 - deviation from full and fair reporting of the Company’s financial condition; or
 - taking any action to coerce, manipulate, mislead or fraudulently influence the Company’s external auditor in any way that would render the Company’s financial statements materially misleading;
- any other matter which, in the Good Faith belief of any Reporting Person, could cause harm to the business or public reputation of the Company;
- any attempt to conceal a potential Violation or to conceal evidence of a potential Violation; or
- Retaliation for any report, complaint, allegation or other disclosure made pursuant to this policy (a “Disclosure”).

III. Reporting Persons Protected.

This policy offers Reporting Persons who make any Disclosure with respect to matters that are, or could reasonably give rise to, Violations protection from Retaliation, provided that such Disclosure is made:

- in Good Faith;
- in the reasonable belief of the individual making the Disclosure that the conduct or matter covered by the Disclosure could give rise to or has resulted in a Violation; and
- pursuant to the procedures set forth in Section V below.

No complaint that satisfies these conditions shall result in Retaliation or threat of Retaliation against the Reporting Person by the Company or any officer, employee, contractor, subcontractor or agent of the Company. Any acts of Retaliation against a Reporting Person shall be treated as a serious violation of Company policy and could result in discharge.

Reporting Persons who file reports or provide information which they know to be false or without reasonable belief in the truth and accuracy of such information will not be protected by this policy and such Reporting Persons may be subject to disciplinary action, including, without limitation, termination.

IV. Confidentiality of Disclosure.

The Company will use its best efforts to treat all Disclosures by Reporting Persons as confidential and privileged to the fullest extent permitted by law so long as maintaining such confidentiality and privilege is compatible with a fair investigation. The Company will exercise particular care to keep confidential the identity of any Reporting Person making a Disclosure under this procedure until a formal investigation is undertaken. Thereafter, the identity of the Reporting Person making the Disclosure may be kept confidential, if requested, unless (a) such confidentiality is incompatible with a fair investigation, (b) there is an overriding reason for identifying or otherwise disclosing the identity of the Reporting Person, or (c) such disclosure is required by law. In any such instance, the Reporting Person making the Disclosure will be so informed in advance of his or her being identified with the Disclosure. Where disciplinary proceedings are invoked against any individual following a Disclosure under this procedure, the Company will normally require the name of the person making the Disclosure to be disclosed to the person subject to such proceedings. In addition, the person making the Disclosure confidentially should be informed that his or her identity will be disclosed if, after the investigation, it is reasonably determined that the Disclosure was made maliciously or recklessly.

While the Company encourages individuals to identify themselves in connection with any Disclosure they make, any Reporting Person may make an anonymous Disclosure through the Reporting Website or Hotline described in Section V. Both methods also allow a Reporting Person to identify himself/herself when making a Disclosure, if he/she chooses to do so. In responding to an anonymous Disclosure, the Company will pay due regard to fairness to any individual named in the Disclosure, the seriousness of the issue raised, the credibility of the information or allegations in the Disclosure and the prospects of an effective investigation and discovery of evidence.

Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the Disclosure and the issues raised therein.

V. Procedures.

A Reporting Person should provide Disclosure by (i) completing an intake form through the Reporting Website at www.reportlineweb.com/HTAReit or (ii) calling the Hotline toll-free at (844)290-0609, which in both instances will generate reports that are then automatically submitted to outside counsel of the Company and certain executive officers to be designated by the Board of Directors of the Company (the “Board”) (the “Designated Recipients”). Both the call center and website are administered by a 3rd party provider, The Network. Reports submitted to The Network are handled promptly and discreetly, and a report can be made anonymously if desired.

When submitting a report, Reporting Persons are asked to provide as much detailed information as possible. Providing details, rather than general, information, will greatly assist the Company in effectively investigating reports, especially where a Reporting Person submits a report on an anonymous basis.

A Reporting Person (unless such person has chosen to remain anonymous) should expect a response to any Disclosure no later than two weeks after the receipt of such Disclosure by the Designated Recipients, unless the Reporting Person believes in Good Faith that conditions warrant a quicker reply, in which case the Reporting Person shall detail those conditions as part of his or her initial Disclosure and suggest expedited treatment.

If, after following the procedures set forth above, a Reporting Person has not received a response to a Disclosure in the time period set forth in the preceding paragraph or is not satisfied with the response received, such Reporting Person shall email the Reporting Website at www.reportlineweb.com/HTAReit, using the case ID received upon initial submission or call the customer service line for the Hotline at (844) 290-0609, which will escalate the inquiry and convey such information to the Designated Recipients and, thereafter, such Disclosure shall be delivered by the Designated Recipients, in writing and confidentially, to the Audit Committee. The Audit Committee shall then make a preliminary investigation of the facts alleged in such Disclosure and may, in its discretion, advise the compliance officer designated by the Audit Committee to administer this policy (the “Compliance Officer”) in writing, with a request that the Compliance Officer investigate further and report to the Audit Committee in a period of time specified by the Chairman of the Audit Committee. The Compliance Officer may appoint another person to undertake the preliminary investigation, provided that the findings and conclusions of the person so appointed shall be reported to, and endorsed by, the Compliance Officer before the report is made to the Audit Committee. If it is determined on preliminary investigation that the matter raised or alleged in such Disclosure is without merit and should be dismissed, the Audit Committee may retain counsel to confirm such conclusion prior to communication to the Reporting Person of the decision and the reasons for such dismissal.

If on preliminary examination the matter raised or alleged in any Disclosure is judged to be without substance or merit, the matter shall be dismissed, the Reporting Person informed of the decision and the reasons for such dismissal and all papers relating to the allegation and investigation will be removed from the record. If it is judged that the allegation(s) or issue(s) covered in the Disclosure have merit, the matter shall be dealt with in accordance with this policy, the Company’s normal disciplinary procedures and/or as otherwise may be deemed appropriate according to the nature of the case. The conclusion of any investigation will be communicated to the person or persons against whom the Disclosure is made and to the Reporting Person.

Subject to the preceding paragraph, if any Disclosure relates to the alleged conduct of a director or officer of the Company, the Disclosure shall be referred to the Chairman of the Audit Committee for investigation by the Audit Committee. It is highly recommended that the Audit Committee retain counsel to investigate the facts and allegations contained in such Disclosure, as well as in all cases where a

Disclosure contains allegations of any improper accounting entry, violations of internal accounting controls or improper auditing matters, whether or not the allegation implicates an officer or director of the Company.

If a Reporting Person makes a Disclosure in Good Faith pursuant to this policy and any facts alleged are not confirmed by subsequent investigation, no action will be taken against the Reporting Person as a Reporting Person. In making a Disclosure, all individuals should exercise due care to ensure the accuracy of the information disclosed. Persons making a Disclosure that is determined to be without substance and to have been made for personal gain or for malicious or frivolous reasons will not be protected by this policy.

A detailed report of all substantive Disclosures and any subsequent actions taken will be made to the Audit Committee where the Disclosure relates to an issue or matter within its purview. In all other cases, a summary report will be made to the Audit Committee. The file for each Disclosure shall be retained by the Company following the date of conclusion of the investigation in accordance with the Company's normal document retention policies.

VI. Annual Review and Reporting.

The Compliance Officer shall make a quarterly report to the Audit Committee of (i) the number of Disclosures made, (ii) the number of investigations commenced in response to Disclosures, (iii) the number of wrongdoings discovered, and (iv) all disciplinary actions taken in response to matters discovered through Disclosures. This policy will be reviewed annually by the Audit Committee after consultation with the Compliance Officer, taking into account the effectiveness of the policy in promoting proper disclosure, but with a view towards minimizing the opportunities to cause improper investigations.

VII. Modification.

The Board shall have the right to modify this policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with (a) state and federal regulations, (b) NYSE rules, and/or (c) to accommodate organizational changes within the Company.