

HEALTHCARE TRUST OF AMERICA, INC.
AUDIT COMMITTEE CHARTER

This Audit Committee Charter was adopted by the Board of Directors (the “Board”) of Healthcare Trust of America, Inc. (the “Company”) on September 28, 2010, and amended on September 19, 2012, September 12, 2017, and amended on June __, 2018.

1. PURPOSE

The purpose of the Audit Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities under Maryland law and applicable federal rules and regulations (including rules and regulations of the SEC (as defined below), and the NYSE Rules (as defined below). The Committee shall be responsible for assisting the Board with oversight of:

- the Company’s accounting and financial reporting processes;
- the audit of the Company’s financial statements;
- the integrity of the Company’s financial statements, internal accounting and financial controls;
- the Company’s compliance with legal and regulatory requirements applicable to financial and accounting matters;
- the independent auditor’s qualifications and independence;
- the organization and performance of the Company’s internal audit function to provide to the Board information and materials as it may deem necessary to make the Board aware of significant financial matters that require the Board’s attention;
- the performance of the Company’s independent auditor;
- the Company’s systems of disclosure controls and procedures;
- the Company’s compliance with ethical standards adopted by the Company; and
- the (i) oversight and assessment of the Company’s financial and accounting risks and corresponding risk mitigation measures, and (ii) periodic reporting thereof to the Risk Management Committee or directly to the Board as the Chair of the Risk Management Committee shall request from time to time.

The Committee shall prepare a report which is to be included in the Company’s annual proxy statement or Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) and which complies with the applicable rules and regulations of the SEC.

In furtherance of this purpose, the Committee shall maintain direct communication among the Company’s independent auditor and director of internal audit and the Board. In

discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and has the authority to retain at the Company's expense outside legal, accounting or other advisors to advise the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The independent auditor shall report directly to the Committee and is ultimately accountable to the Committee and the Board.

2. MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of at least three members of the Board, one of whom shall be appointed as chair. Committee members must meet the following criteria (as well as any additional criteria required by the listing requirements of the New York Stock Exchange (the "NYSE Rules"), the SEC, as well as the Company's Articles of Amendment and Restatement, as amended from time to time, and any other applicable rules):

- each member shall be an independent director in accordance with (i) the Committee requirements of the NYSE Rules, and (ii) the SEC rules;
- each member shall be financially literate, in accordance with the NYSE Rules;
- at least one member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a chief executive officer, principal financial officer or other senior officer with financial oversight responsibilities, in accordance with the NYSE Rules; and
- at least one member shall be an "audit committee financial expert" as defined in the SEC rules.

To help meet these requirements, the Audit Committee will provide its members with annual continuing education opportunities in financial reporting and other areas relevant to the Committee.

A director who is serving on the audit committee of more than three public companies shall not be appointed to the Committee unless the Board determines that such simultaneous service would not impair the director's ability to serve effectively on the Committee.

3. RESPONSIBILITIES AND DUTIES

The following duties and responsibilities of the Committee are set forth below as a guide to the Committee with the understanding that the Committee may alter such duties and responsibilities the Committee deems appropriate under the circumstances to the extent permitted by applicable law or regulation, or the NYSE Rules:

3.1 Review Procedures

- Review and discuss with management, internal audit (or personnel responsible for the internal audit function), and the independent auditors their periodic reports concerning the design, implementation and maintenance of the Company's internal controls (including any significant deficiencies and material weaknesses in their design or operation) and procedures for accounting and financial reporting, including reviewing before release the Company's disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure.
- Review any fraud, whether or not material, that involves management or other employees of the Company who have a significant role in the Company's internal controls.
- Review and provide oversight of the audit of the financial statements, including periodically (i) reviewing the independent auditors' proposed audit scope and approach, (ii) discussing with the independent auditors the financial statements and audit findings, (iii) reviewing with the independent auditors the Company's critical accounting policies and practices, alternative treatments of financial information within generally accepted accounting principles, generally accepted accounting principles related to material items that have been discussed with management of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Company's independent auditor, and other material written communications between the independent auditors and management, and (iv) reviewing reports submitted to the Committee by the independent auditors.
- Review before release the unaudited quarterly operating results in the quarterly earnings releases and review and discuss with management the annual and quarterly financial statements, including the disclosures in the Company's Annual Report and Quarterly Reports filed with the SEC as well as financial information and earnings guidance provided to analysts and rating agencies.
- Review the regular internal reports (or summaries thereof) to management of the Company prepared by the internal audit function, as well as management's response thereto.
- Recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.
- Review with the Company's independent auditors, before filing with the SEC, the results of the auditor's review of the Company's interim financial statements included in Quarterly Reports on Form 10-Q.

- Periodically review suggestions for improvements to the internal control systems highlighted by management, internal audit and the independent auditors, and management's action plan to implement such suggestions.
- Review any major issues regarding (i) accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and (ii) the adequacy of the Company's internal controls.
- Provide oversight of and periodically review the Company's significant financial and accounting policies and procedures.
- Periodically consult with the Nominating and Corporate Governance Committee and the Risk Management Committee regarding the Company's policies and practices with respect to risk assessment and risk management, including discussing with management the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures.
- Consider the risk of management's ability to override the Company's internal controls.
- Review and approve or ratify any proposed related person transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404 and in accordance with the relevant NYSE Rules.
- Discuss with the Company's independent auditor its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.
- Review, in conjunction with the Company's legal counsel, any legal matters that could have a significant impact on the Company's financial statements, including compliance and regulatory matters.
- Review reports from management on final and proposed changes to significant financial accounting and reporting standards which the Company is required to adopt.
- Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.
- Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Nominating and Corporate Governance Committee for review and recommendation for approval by the full Board.
- Annually assess its own performance.

3.2 Independent Auditors

- Be directly responsible for appointing, replacing, compensating, retaining and overseeing the work of the independent auditors (including reviewing and resolving disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work; the independent auditors will report directly to the Committee.
- Review the qualifications and independence of the Company's independent auditor.
- Annually review the independence of the outside auditors, including (i) obtaining on a periodic basis a written statement from the independent auditors regarding relationships and services with the Company that may impact independence, as defined by applicable standards and regulatory requirements, and discussing with the independent auditors their independence, (ii) presenting this statement to the Board, and (iii) to the extent there are any relationships that may impact independence, reviewing and monitoring them.
- Discuss with the Company's independent auditor the matters required to be discussed under the standards of the PCAOB
- Receive and review annually a report by the independent auditor describing the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, peer review, or PCAOB review, of the independent auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, relating to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and any other required reports from the independent registered public accounting firm.
- Periodically review with the independent auditors any audit problems or difficulties encountered in the course of the independent auditor's work and management's response.
- Set policy regarding the hiring of employees, or former employees, if any, of the Company's independent auditors.
- Pre-approve audit and permissible non-audit services provided to the Company by the independent auditors (or subsequently approve non-audit services in those circumstances where subsequent approval is necessary and permissible).

3.3 Internal Audit

- Review and participate in the selection of the Company's internal auditor and periodically review the activities, organizational structure and qualifications of the internal audit function.

- Annually review and recommend changes (if any) to the internal audit charter.
- Review and approve the annual internal audit project plan and any proposed changes and review periodic reports summarizing results of the internal audit projects including any significant findings.
- Periodically review with the Company's internal auditor any issues encountered in the course of the internal audit function's work.

3.4 Regulatory Compliance and Other Matters

- Oversee compliance with the requirements of the SEC for disclosure of the independent auditor's services and Committee members, member qualifications and activities.
- Oversee compliance with the NYSE Rules pertaining to Audit Committee Requirements (including, without limitation, matters pertaining to Audit Committee Charters, Audit Committee Composition, Audit Committee Responsibility and Authority, among other matters).
- Periodically review management's process for monitoring compliance with applicable financial and accounting related laws, rules and regulations.
- Prepare the Audit Committee Report for inclusion in the annual proxy statement of the Company.
- Establish procedures for receiving, retaining and investigating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

3.5 Financial and Accounting Related Risks

- Oversee and assess on a periodic basis the Company's financial and accounting risks, and the corresponding risk mitigation measures related thereto.
- Report on a periodic basis on the aforesaid risks and risk mitigation measures to the Risk Management Committee and/or directly to the Board as the Chair of the Risk Management Committee shall request from time to time.

4. INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility, at the Company's expense, with full access to all Company books, records, facilities and personnel.

In addition, the Committee may retain and terminate, as appropriate, outside legal, accounting or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter.

The Committee shall have sole authority to approve related fees and retention terms for the auditors and any advisors retained by the Committee. The Company shall provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Company's independent auditor, outside counsel and other advisors as it deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

5. DELEGATION

The Committee may delegate authority to one or more directors or subcommittees or to members of management, to the extent permitted by applicable law, the NYSE Rules and as the Committee deems appropriate. The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee for ratification at its next scheduled meeting.

6. LIMITATION OF AUDIT COMMITTEE'S ROLE

The Committee's responsibility is one of oversight. The members of the Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the independent auditors. The Committee relies on the expertise and knowledge of management and the independent registered accounting firm in carrying out its oversight responsibilities. It is not the responsibility of the Committee to prepare or certify the Company's financial statements or guarantee the audits or reports of the independent auditors, nor is it the duty of the Committee to certify that the independent auditor is "independent" under applicable rules or to assure compliance with generally accepted accounting principles or compliance with laws and regulations or the Company's internal policies, procedures or controls.

7. OTHER ACTIVITIES

The Committee shall perform any other activities consistent with this Charter, the Company's Fifth Articles of Amendment And Restatement, bylaws and governing law as the Committee or the Board deems necessary or appropriate.

8. MEETINGS

The Committee shall establish its own meeting schedule and shall meet at least once each fiscal quarter and at other times as it deems appropriate to fulfill its responsibilities. The Committee shall also periodically meet separately with management, the Company's independent auditors and the Company's internal auditor (or other personnel responsible for internal audit function). The Committee may meet with any officer, employee or other person in executive session as it deems advisable.

The Committee may invite to its meetings other directors, members of management, advisors and such other persons as the Committee determines is appropriate.

The Committee chairperson shall approve the agenda for the Committee's meetings and any member may suggest items for consideration. Briefing materials shall be provided to the Committee as far in advance of meetings as practicable.

Each regularly scheduled meeting shall conclude with an executive session of the Committee absent members of management of the Company.

The Committee shall maintain written minutes of its meetings, which shall be filed with the Board meeting minutes. The Committee may act by unanimous written consent (which may include electronic consent), and copies of any actions taken by written consent shall be filed in the minute book. The Committee shall regularly report to the Board on the actions and recommendations of the Committee.

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