

HEALTHCARE TRUST OF AMERICA, INC. COMPENSATION COMMITTEE CHARTER

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

1. PURPOSES

The purposes of the Compensation Committee (the “Committee”) are as follows:

- to discharge the responsibilities of the Board regarding oversight of compensation programs, including plans and programs relating to cash compensation, incentive compensation and equity-based awards;
- to review and discuss with management the Company’s Compensation Discussion and Analysis required by the applicable rules and regulations of the Securities Exchange Commission (the “SEC”);
- to prepare and approve the Compensation Committee Report for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K, as required by the rules of the SEC;
- to evaluate the Chief Executive Officer’s performance, and review and approve the compensation of the Chief Executive Officer, including compensation plans, policies, programs and arrangements not available to employees generally;
- to administer the Company’s equity-based compensation plans;
- to review and approve the compensation of the other executives of the Company;
- to evaluate and make recommendations to the Board regarding the compensation of the Board members, taking into account their independent status; and
- to review and make recommendations to the Risk Management Committee or directly to the Board as the Chair of the Risk Management Committee shall request from time to time, with respect to (i) the risks related to the Company’s compensation practices and other matters within the scope of the Committee’s responsibilities herein, and (ii) the risk mitigation measures related to such risks.

The objectives of the executive compensation programs are to attract, incentivize and retain executive management in a manner that is tied to achieving the Company’s business objectives and aligning the financial interests of the Company’s executives with the long-term interests of stockholders. The compensation programs shall be determined based on a number of factors that the Committee believes most appropriately aligns these interests, including primary factors such as the competitive market data of comparable peer companies and other companies with whom the Company competes for talent, the achievement of the Company’s overall

financial results, individual contributions, individual experience and qualifications, awards in prior years, and a compensation philosophy of “pay for performance.” An important objective of the Committee is to align the financial interests of the executives with those of the Company’s stockholders by providing significant equity-based, long-term incentives to the executives.

2. MEMBERSHIP

The Committee 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 by the Board. 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 and any other applicable rules):

- each member shall be an independent director in accordance with the rules of the SEC, including any additional rules imposed by the NYSE Rules pursuant to Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act;
- each member shall be a non-employee director as defined in Rule 16b-3 under Section 16 of the Securities and Exchange Act of 1934, as amended; and
- each member shall be an outside director as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

Committee members shall have experience, as determined by the Board, which would be helpful in addressing the matters delegated to the Committee.

3. DUTIES AND RESPONSIBILITIES

In furtherance of the above purposes, the Committee shall undertake the duties and responsibilities listed below, and such other duties as the Board may request from time to time:

3.1 Compensation of Chief Executive Officer and Other Executives

- Review and approve for the Chief Executive Officer and the other executives (i) annual base salary, (ii) annual incentive bonus, including the specific targets and payouts, (iii) equity compensation, (iv) any employment agreement, severance arrangement, or change in control arrangement, (v) any signing bonus or payment of relocation costs, and (vi) any other benefits or compensation arrangements not available to employees generally.
- Adopt, amend and administer the bonus plans for executives.
- Seek the input of the Chief Executive Officer with respect to the performance evaluation and compensation of executives other than the Chief Executive Officer.

- Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other executives and evaluate their performance in light thereof.
- Evaluate on a periodic basis the competitiveness of (i) the Company's overall compensation philosophy, and (ii) the compensation of the Chief Executive Officer and the other executives as compared to selected peer companies as reviewed and approved by the Committee on an annual basis.

3.2 Compensation Plans

- Adopt, amend and administer the equity compensation plans, including the review and grant of stock option and other equity incentive grants to the executives and other eligible individuals in the Company's service, and periodically review the Company's equity plan status, including outstanding grants, cancellations, and the remaining shares available for grant under the plans.

3.3 Executive Performance

- Evaluate on an annual basis, in consultation with the other members of the Board, the performance of the Chief Executive Officer in light of the Company's goals and objectives, and determine and approve the compensation of the Chief Executive Officer.
- Oversee the evaluation, on an annual basis, of the performance of the executives other than the Chief Executive Officer.

3.4 Director Compensation

- Evaluate and make recommendations to the Board for approval by the Board regarding the adequacy and effectiveness of compensation for non-employee directors for Board and committee service, including consideration of other peer companies, trends and developments in non-employee director compensation and independence status.

3.5 Committee Charter Review

- Periodically review (not less than annually) and assess the adequacy of this Charter and recommend any proposed changes to the Charter for review and approval by the Board.

3.6 Annual Performance Review

- Annually assess the performance of the Committee.

3.7 Compensation Discussion and Analysis

- Review the Compensation Discussion and Analysis to be included in the proxy statement and recommend to the Board its inclusion in the annual proxy statement or annual report on Form 10-K.

3.8 Compensation Committee

- Prepare and sign the Compensation Committee Report for inclusion in the annual proxy statement of the Company.

3.9 Compensation Policy Impact

- Review and consider on an annual basis whether the compensation policies and practices for all employees are reasonably likely to have a material adverse effect on the Company in accordance with SEC rules.

3.10 162(m) Policy

- Periodically review and approve the Company's policy regarding maximizing the deductibility of compensation under Section 162(m).

3.11 Board Reports

- The Committee shall regularly report to the Board with respect to the above matters and propose any necessary actions to the Board for approval.

3.12 Compensation Related Risks

- The Committee shall oversee and assess on a periodic basis the Company's compensation related 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.

3.13 Other

- In addition to the authority and responsibilities of the Committee enumerated in this Charter, the Committee shall take such other actions within the general scope of its responsibilities hereunder, the Company's bylaws or as directed by the Board as the Committee shall deem appropriate.

In addition to the indemnification, exculpation and similar provisions contained in the Company's Fourth Articles of Amendment And Restatement and bylaws or in statutory and common law, and in addition to applicable insurance, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, report or statements prepared or presented by any of the Company's officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are

within such other person's professional or expert competence, all to the extent permitted under Maryland law.

4. RETENTION OF ADVISORS

The Committee may retain and terminate, as appropriate, outside legal advisors, compensation consultants or other advisors or consultants 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 direct responsibility for the oversight of the work of any such advisor or consultant retained by the Committee.

The Committee shall have sole authority to approve related fees and retention terms for any consultants and advisors retained by the Committee. The Company shall provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any compensation consultant, 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. The Committee shall consider factors affecting independence before any such appointment, including business and personal relationship between the advisor or consultant, on the one hand, and a member of the Committee, on the other hand, and the relationships between the employer of such advisor or consultant and such other factors as may be required by the NYSE Rules.

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 and as the Committee deems appropriate.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a compensation consultant, to terminate any consultant retained by the Committee and to approve the fees and other retention terms of any consultant.

6. MEETINGS

The Committee shall hold regular meetings, physically or telephonically, as may be necessary (but not less frequently than annually). 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 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.

A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee.

7. AMENDMENTS

This Charter may be amended in whole or in part with the approval of a majority of the Board.