

**HEALTHCARE TRUST OF AMERICA, INC.  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

This Nominating and Corporate Governance 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, amended on March 14, 2018, and amended on June \_\_, 2018.

**1. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) is charged with responsibility for (a) the review and oversight of the composition of the Board and its committees, (b) assisting the Company’s Audit Committee and the Board with respect to the oversight of the Company’s compliance with legal, regulatory and governance requirements, and (c) the review from time to time of (i) the risks related to the legal, regulatory, governance and other matters within the Committee’s scope of responsibilities herein, and (ii) the risk mitigation measures related thereto. The purpose of the Committee is to review and make recommendations to the Board on matters concerning:

- corporate governance;
- Board composition;
- identification, evaluation and nomination of director candidates;
- the Code of Business Conduct and Ethics and requests for waivers thereof;
- Board committee structure and composition; and
- stockholder Board nominations and proposals.

Furthermore, the Committee shall also review and make recommendations to the Risk Management Committee of the Board (or directly to the Board at the request of the Chair of the Risk Management Committee from time to time) with respect to (i) the risks related to the Company’s legal, regulatory and governance requirements, and (ii) the risk mitigating measures related to such requirements.

In furtherance of these purposes, the Committee shall undertake those duties and responsibilities listed below and such other duties as the Board may request.

**2. MEMBERSHIP**

The Committee shall be composed of two or more members of the Board, each of whom shall (a) be “independent” directors meeting the requirements of the rules of the Securities and Exchange Commission, the listing requirements of the New York Stock Exchange (the “NYSE Rules”) and any other applicable rules, as well as the Company’s Fifth Articles of Amendment And Restatement, as amended from time to time (the “Amended Articles”) and (b) have

experience, as determined by the Board, that would be helpful in addressing the matters delegated to the Committee.

Members of the Committee are to be appointed by the Board for one-year terms and shall serve at the pleasure of the Board. The Board shall designate a Chairman of the Committee. It is intended that the Chairman of the Committee shall also be the Chairman of the Insider Trading Policy Committee.

### **3. RESPONSIBILITIES AND DUTIES**

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

#### **3.1 Corporate Governance Generally**

- Develop the Corporate Governance Guidelines and recommend adoption to the Board.
- Annually review and assess the effectiveness of the Corporate Governance Guidelines and recommend proposed changes to the Board.
- Develop and periodically review a succession plan for the Chief Executive Officer and other executives and periodically report the Committee's findings and recommendations to the Board.
- Periodically review and recommend to the Board proposed changes to the Company's Amended Articles and Bylaws.
- Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
- Oversee compliance by the Board and its committees with applicable laws, rules and regulations, other than those that are financial or accounting related, which shall be the responsibility of the Audit Committee.
- Provide oversight of management's responsibility for providing the Board and its committees with periodic educational updates relevant to the Board or its committees, as the case may be.
- Periodically review and assess the adequacy of this Charter and recommend any changes for approval by the Board.
- Annually assess the Committee's performance.

### **3.2 Board Composition and Evaluation**

- Oversee the Board evaluation process, including facilitating self-evaluations and conducting periodic evaluations of the performance of the Board as a whole, each Board committee (including the Committee) and each director.
- Periodically review the composition and size of the Board and make recommendations to the Board on the appropriateness of any changes.
- Periodically determine, and recommend to the Board, desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity; and with respect to diversity, the Committee may consider such factors as differences in professional background, education, skill, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.
- Evaluate the qualifications and performance of directors eligible for re-election consistent with criteria determined by the Board.
- Review and make recommendations to the Board on the appropriateness of the removal of a director or continued director service.

### **3.3 Nomination Activities**

- Establish procedures for the submission by stockholders of candidates for election to the Board and the Committee's review of candidates.
- Review proxy statement disclosure regarding the policies and procedures for the submission by stockholders of candidates for election to the Board and the Committee's review of candidates.
- Recommend the director nominees for election to the Board by the stockholders at the annual meeting of stockholders.
- Identify, consider and recommend candidates to fill new positions or vacancies on the Board, including candidates properly submitted by stockholders, consistent with criteria determined by the Board.

### **3.4 Board Committees**

- Periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of directors, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.

### **3.5 Board Relationship to Senior Management**

- Periodically assess director access to management and management access to directors.

### **3.6 Ethical Standards and Conflicts of Interest**

- Establish procedures for receiving, retaining and treating complaints received by the Company regarding potential violations of the Code of Business Conduct and Ethics, other than complaints regarding the Whistleblower Policy or accounting, internal accounting controls or auditing matters, and periodically review the Whistleblower Policy and Code of Business Conduct and Ethics and recommend any proposed changes to the Board.
- Review any proposed waivers to the Company's Code of Business Conduct and Ethics for its principal executive and senior financial officers and make recommendations to the Board regarding the requested waivers.
- Review actual and potential conflicts of interest of Board members and officers reporting under Section 16 of the Securities Exchange Act of 1934, other than related person transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

The Committee shall make regular reports with respect to the above matters and propose any necessary actions to the Board for approval. At least annually, the Committee shall also evaluate its own performance in relation to its duties and recommend appropriate changes.

### **3.7 Legal, Regulatory and Governance Requirements**

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

## **4. AGE LIMIT**

An individual who would be age 78 (i) at the time of election to the Board shall not be nominated for initial election to the Board, and (ii) at the time of re-election to the Board shall not be nominated for re-election to the Board, however, in the latter case, the Committee may recommend, and the Board may approve, the nomination for re-election of a director who would be age 78 at the time of re-election, if, in light of all the circumstances, the Board determines, on the recommendation of the Committee, that it is in the best interests of the Company and its stockholders. This policy shall be effective from and after the 2020 Annual Meeting of Stockholders.

## **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.

## **6. RESOURCES AND AUTHORITY**

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 or as directed by the Board as the Committee shall deem 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 also shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve such search firm's fees and other retention terms. In fulfilling its purpose, the Committee shall be entitled to delegate its duties and responsibilities to subcommittees as it deems necessary or advisable, provided the subcommittees are composed entirely of independent directors.

In addition to the indemnification, exculpation and similar provisions contained in the Company's Amended Articles 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, reports 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.

## **7. MEETINGS**

The Committee shall meet at such times and places as the Committee shall determine. 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 will 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 of the Committee will 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.

**8. AMENDMENTS**

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