

## **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 March 6, 2009.

### **I. PURPOSES**

The purposes of the Compensation Committee (the “Committee”) are 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, and to prepare the report on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations.

### **II. MEMBERSHIP**

The Committee shall be comprised of two or more members of the Board, the majority of whom shall be, in the business judgment of the Board, “independent” directors meeting the requirements of the rules of the Securities and Exchange Commission and the Company’s Articles of Amendment and Restatement, as amended from time to time (the “Amended Articles”). 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.

### **III. DUTIES AND RESPONSIBILITIES**

The Committee’s duties and responsibilities shall be as follows:

- Advise the Board on broad compensation policies such as salary ranges and incentive payments, including equity-based compensation programs and other benefit programs.
- Establish performance objectives for the Company’s executive officers, evaluate the performance of the executive officers in light of these objectives and determine and approve the base salary, incentive payments, equity-based incentive awards and other compensation for the executive officers of the Company.
- Prepare the report on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations.
- Review and recommend to the Board the appropriate level of director compensation, including additional compensation for services as a member or chair of a Board committee.
- Annually review the Company’s compensation strategy and assess its effectiveness in (i) encouraging the achievement of the Company’s performance

objectives by providing compensation that directly relates to and rewards individual contributions to the Company's operating and financial performance; (ii) attracting and retaining qualified personnel in light of competitors' practices; and (iii) supporting the Company's objectives and stockholder interests. The Committee shall make recommendations to the Board with respect to improvements to the Company's compensation policies based on such review.

- Conduct an annual review of the performance and efficiency of the Committee and the adequacy of this Charter and prepare a written report to the Board of the results of such review.

#### **IV. 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, the Company's bylaws 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 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. The Committee shall have the authority to delegate its duties and responsibilities to subcommittees as it deems necessary or advisable. The Committee also shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

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, 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.

#### **V. MEETINGS**

The Committee shall hold regular meetings as may be necessary (but not less frequently than annually). The Committee shall maintain minutes of Committee meetings and report regularly to the Board. 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.

#### **VI. AMENDMENTS**

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