

# HEALTHCARE REALTY TRUST INCORPORATED

## CHARTER

### OF THE

### COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

#### 1. Purpose

The Compensation Committee of Healthcare Realty Trust Incorporated (the “Company”) is appointed by the Board of Directors (the “Board”) upon the recommendation of the Corporate Governance Committee to discharge the Board’s responsibilities relating to the compensation of the Company’s directors and executive officers. The Committee has overall responsibility for administering the director and executive officer compensation plans, policies and programs of the Company.

#### 2. Composition

The Committee shall be comprised of no less than three directors, the exact number to be determined by the Board. Each Committee member shall meet the independence requirements of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange, as from time to time in effect.

In addition, each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed and removed by the Board on the recommendation of the Corporate Governance Committee. The members of the Committee shall designate a chairman.

#### 3. Meetings

The Committee shall meet at least two times annually, and more frequently if circumstances dictate. The Committee shall also meet at least annually with the executive officers of the Company and other members of management in separate executive sessions to discuss any matters that the Committee or any of these persons believe should be discussed privately. The Committee shall set its own rules of procedure and may delegate authority to subcommittees of its members. The Committee shall keep minutes of its actions.

#### 4. Committee Authority and Responsibilities

- A. The Committee shall conduct its activities in accordance with the policies and principles set forth in the Company’s Corporate Governance Principles.
- B. The Committee shall have all the powers of administration under all of the Company’s stock plans, bonus plans, retirement plans (other than the

Company's 401(k) plan) and employee stock purchase plans. In connection therewith, the Committee shall determine, subject to the provision of the Company's plans, the directors, officers and employees of the Company eligible to participate in any of such plans, the extent of such participation, and the terms and conditions under which benefits may be vested, received or exercised.

- C. The Committee shall establish a general compensation policy for the Company, shall (subject to any delegated authority) approve increases in directors' fees and shall approve increases in salaries paid to the Company's Chief Executive Officer and its other executive officers (the "Executive Officers"). The Committee shall annually review performance criteria relevant to the compensation of the Executive Officers, evaluate the performance of the Chief Executive Officer in light of those performance criteria, and periodically approve the compensation levels of the Executive Officers based on this evaluation. In determining the long-term incentive component of compensation, the Committee shall consider the Company's:
- Portfolio performance, which must include an evaluation of occupancy, net operating income and asset management;
  - Investment performance, which must include an evaluation of the portfolio suitability, accretive effect and long-term attributes of investments;
  - Cash flow performance, which must include an evaluation of the Company's FAD, FFO, FAD per share, FFO per share and cash flow from operations; and
  - Affordability, which must include an evaluation of the effects of the proposed awards on future earnings.
- D. The Committee will meet to review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required by the SEC's rules and regulations. The Committee will recommend to the Board whether the CD&A should be included in the Company's proxy statement or other applicable SEC filings. The Committee will prepare a Compensation Committee Report in accordance with SEC rules and regulations for inclusion in the Company's proxy statement or other applicable SEC filings. Such report will state whether the Committee reviewed and discussed with management the CD&A and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's proxy statement or other applicable SEC filings.
- E. The Committee shall give consideration to the development and succession of the Executive Officers in conjunction with its annual review of the performance of the Chief Executive Officer.

- F. The Committee shall report to the Board at least annually and more frequently as circumstances dictate.
- G. The Committee shall have the sole authority to retain, at the Company's expense, and terminate any compensation consultant to be used to assist in the evaluation of director or executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from legal, accounting or other advisors at the Company's expense.
- H. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- I. The Committee shall also have such additional authority to assume additional responsibilities and take additional actions as may be delegated to it by the Board.

**5. Annual Performance Evaluation**

The Committee shall conduct an annual self-evaluation to determine whether it is functioning effectively, which may include solicitation of comments from all directors. The Committee shall report annually to the Board with an assessment of the Committee's performance. This assessment shall be discussed with the full Board following the end of each fiscal year. This assessment shall focus on the Committee's contribution to the Company and specifically focus on areas in which the Board or management believes the Committee could improve.

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Recommended by the Compensation Committee and adopted by the Board of Directors on August 2, 2011.