

HEALTHCARE REALTY TRUST INCORPORATED

Charter of the Audit Committee of the Board of Directors

1. PURPOSE

The Audit Committee of Healthcare Realty Trust Incorporated (the “Company”) is appointed by the Board of Directors (the “Board”) to assist the Board in fulfilling its oversight responsibilities with respect to:

- The Company’s financial reports and other financial information provided by the Company to the public or any governmental body;
- The Company’s compliance with applicable legal and regulatory requirements;
- The qualifications and independence of the Company’s independent auditors;
- The performance of the Company’s independent auditors and the Company’s internal audit function;
- The Company’s major financial risk exposures and steps taken by management to monitor and mitigate such exposure; and
- The Company’s systems of disclosure controls and procedures and internal control over financial reporting.

It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements fairly present the Company’s financial condition and results of operations and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and applicable laws and regulations.

Management of the Company has the responsibility for the Company’s financial reporting process, which includes preparing the financial statements and designing and implementing internal controls over financial reporting (“ICFR”), testing the effectiveness of ICFR, reporting all deficiencies in ICFR to the independent audit firm and Audit Committee, describing material changes in ICFR in Forms 10-Q or 10-K, and opining on the effectiveness of ICFR as of year-end. The independent audit firm has the responsibility for expressing an opinion on whether the Company’s consolidated financial statements conform in all material respects to GAAP, for expressing an opinion on the effectiveness of the Company’s internal control over financial reporting and for reporting to the Audit Committee any significant deficiencies or material weaknesses in internal controls discovered during the course of the audit. The Committee’s role is to review and discuss these processes with management of the Company and the independent audit firm.

2. COMPOSITION

The Committee shall consist of three or more directors, who shall be appointed annually, and who shall be subject to removal at any time, by the Board. Each Committee member shall meet the independence requirements established by rules of the Securities and Exchange Commission (the “SEC”) and listing standards of the New York Stock Exchange (“NYSE”), as well as the independence standards set forth in the Company’s Corporate Governance Guidelines.

All Committee members shall be financially literate, having a basic understanding of financial controls and reporting. At least one Committee member shall also have accounting or related financial management expertise, including at a minimum the expertise required by rules of the SEC and listing standards of the NYSE.

No member of the Audit Committee shall receive directly any compensation from the Company other than his or her directors’ fees and benefits.

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 as often as circumstances dictate but at least quarterly. The Committee shall meet with representatives of the independent audit firm and management quarterly in connection with the Committee's review of the Company's financial statements included in the quarterly or annual reports filed with the SEC. Each quarterly meeting shall include sessions in which the Committee and independent audit firm meet without management present. The Committee shall also meet in separate executive sessions at least annually with management of the Company, including the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the Chief Accounting Officer, the heads of investments, corporate finance, technology services, leasing and management, taxation, and compliance and internal audit to discuss the Company's internal controls, the completeness and accuracy of the Company's financial statements, and any other matters that the Committee or any of these persons believe should be discussed privately. Any or all members of the Committee may participate in meetings by conference telephone call or any other means of communication by which all members participating may simultaneously hear each other during the meeting. 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 activities.

4. COMMITTEE AUTHORITY AND RESPONSIBILITIES

- A. The Committee shall have the authority to conduct any investigation appropriate to fulfilling its responsibilities contained in this charter, and it shall have the authority to communicate directly with the independent auditors and any employee of the Company.
- B. The Committee shall conduct its activities in accordance with the policies and principles contained in the Company's Corporate Governance Principles.
- C. The Committee shall select the independent auditors to audit the Company's financial statements and internal control over financial reporting. The Committee shall have the sole authority and responsibility to select, evaluate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including resolution of disagreements between management and the independent auditors regarding financial reporting). The independent auditors and each such registered public accounting firm will report directly to the Committee. The Committee shall have the sole authority and responsibility to approve all audit or permitted engagement fees and terms and the Committee, or a member of the Committee, must pre-approve any audit and audit-related non-audit service provided to the Company by the Company's independent auditors.
- D. In furtherance of this purpose, the Committee shall have the following authority and responsibilities:
 - 1. To prepare and publish an annual Committee report as required by the SEC to be included in the Company's annual proxy statement.
 - 2. To discuss with management and the independent auditors the annual audited financial statements and quarterly financial statements, including the Company's disclosures in the related Annual Report on Form 10-K or Quarterly Report on Form 10-Q and other matters required to be reviewed under applicable legal, regulatory, professional or NYSE requirements.
 - 3. To discuss with management and the independent auditors, as appropriate, information contained in the Company's earnings press releases and supplemental information furnished to the public.

4. To discuss with management and the independent auditors, as appropriate, any audit problems or difficulties and management's response.
5. To discuss with management the Company's major financial risk exposure and steps taken by management to monitor and mitigate such exposure.
6. To review the Company's financial reporting and accounting policies, significant changes in such policies or in their application, and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
7. To oversee the internal audit function, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing; and (iii) the appointment, termination, compensation and rotation of the internal audit staff.
8. To review, with such members of management as the Committee deems appropriate, the Company's internal system of financial controls and the results of internal audits.
9. To obtain and review, at least annually, a formal written report from the independent auditors delineating: the auditing firm's internal quality-control procedures; any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews by the Public Company Accounting Oversight Board ("PCAOB"); or any inquiry or investigation by any governmental or other professional authority relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditors and the Company. The Committee obtains from the independent auditors and reviews written communications required by the applicable requirements of the PCAOB concerning independence.
10. To review and investigate any matters that arise pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Company. The Committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees regarding the Company's compliance with legal and regulatory requirements.
11. To retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fee and retention terms.
12. To report its activities to the Board.
13. To review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
14. To establish procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees, if any, of concerns regarding questionable accounting or auditing matters.

E. 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. This self-evaluation shall be discussed with the full Board.

Amended and approved by the Audit Committee on February 12, 2018 and adopted by the Board of Directors on February 13, 2018.