

RETAIL PROPERTIES OF AMERICA, INC.

Audit Committee Charter

This Audit Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Retail Properties of America, Inc. (the “Company”) as of May 24, 2018.

I. Purpose

The general purposes of the Audit Committee (the “Committee”) of the Board are to:

- assist the Board in its oversight of (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the qualifications, independence and performance of the Company’s independent auditors, and (4) the performance of the Company’s internal audit function; and
- prepare the Audit Committee Report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

In addition to the specific powers and responsibilities delegated to the Committee in this Charter, the Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s articles of incorporation or bylaws or as may be delegated to it by the Board from time-to-time. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be made by the Committee in its sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

The Committee shall provide assistance to the Board in fulfilling its responsibility to the stockholders, potential stockholders, and investment community relating to corporate accounting, reporting practices of the Company, and the quality and integrity of financial reports of the Company. In so doing, it is the responsibility of the Committee to maintain free and open communications between the Board, the independent auditors and the financial management of the Company. In order to further these objectives, the Committee, among other things, shall be able to engage outside advisors, including legal, accounting and financial advisors, as they see fit and the Company shall provide funding for the provision of services by such advisors as set forth more fully below.

II. Membership

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence standards established by the New York Stock Exchange Listed Company Manual

for listing on the exchange. Each member of the Committee shall be financially literate (or shall become financially literate within a reasonable period of time after his or her appointment to the Committee), as such qualification is interpreted by the Board in its business judgment. One or more members of the Committee may qualify as an “audit committee financial expert” under the rules promulgated by the SEC. At least one member of the Committee shall have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment.

The members of the Committee, including the Chairperson of the Committee, shall be appointed by the Board. Unless a Chairperson of the Committee (the “Chairperson”) is designated by the Board, the Committee may designate a Chairperson by a majority vote of the full Committee membership. The Board may replace or remove Committee members from the membership of the Committee at any time with or without cause. Resignation or removal of a member of the Committee from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee, for whatever reason, may be filled by the Board.

No member of the Committee may simultaneously serve on the audit committee of more than three (3) issuers having securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

III. Authority and Responsibilities

A. Matters Relating to Selection, Performance and Independence of Independent Auditors

1. The Committee shall be directly responsible for the appointment, retention and termination, and for determining the compensation, of the Company’s independent auditors engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee may consult with management in fulfilling these duties, but may not delegate these responsibilities to management.
2. The Committee shall be directly responsible for oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company.
3. The Committee shall instruct the independent auditors that the independent auditors shall report directly to the Committee.
4. The Committee shall pre-approve all auditing services and the terms thereof (which may include providing comfort letters in connection with securities underwritings) and non-audit services (other than non-audit services prohibited under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company

Accounting Oversight Board (the “PCAOB”)) to be provided to the Company by the independent auditors; provided, however, the pre-approval requirement is waived with respect to the provision of non-audit services for the Company if the “de minimus” provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied. This authority to pre-approve all auditing services and the terms thereof and non-audit services may be delegated to one or more members of the Committee, who shall present all decisions to pre-approve an activity to the full Audit Committee at its first meeting following such decision.

5. The Committee shall review the scope and staffing of the independent auditors’ annual audit plan(s).
6. The Committee shall request that the independent auditor provide the Committee with the written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independent auditor’s communications with the Committee concerning independence, require that the independent auditor submit to the Committee on a periodic basis a formal written statement delineating all relationships between the independent auditor and the Company, discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor, and based on such disclosures, statement and discussion take or recommend that the Board take appropriate action in response to the independent auditor’s report to satisfy itself of the independent auditor’s independence.
7. The Committee shall evaluate the independent auditors’ qualifications, performance and independence, and shall present its conclusions with respect to the independent auditors to the full Board. As part of such evaluation, at least annually, the Committee shall:
 - a. obtain and review a report or reports from the independent auditors describing (1) the independent auditors’ internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review or peer review of the independent auditors or by any inquiry or investigation by government or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the independent auditors, and any steps taken to address any such issues, and (3) in order to assess the independent auditors’ independence, all relationships between the independent auditors and the Company;
 - b. review and evaluate the performance of the independent auditors and the lead partner; and
 - c. assure the regular rotation of the audit partners (including, without limitation, the lead and concurring partners) as required under the Exchange Act and Regulation S-X.

In this regard, the Committee shall also (1) seek the opinion of management and the internal auditors of the independent auditors' performance and (2) consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm. For avoidance of doubt, the foregoing shall not require the Committee to, or give rise to any implication that the Committee should, rotate the audit firm with any particular frequency (or ever) or adopt a formal policy regarding any such rotation.

8. The Committee shall set clear policies with respect to the potential hiring of current or former employees of the independent auditors.

B. Audited Financial Statements and Annual Audit

1. The Committee shall review the overall audit plan (both internal and external) with the independent auditors and the members of management who are responsible for preparing the Company's financial statements, including the Company's Chief Financial Officer and/or principal accounting officer or principal financial officer (the Chief Financial Officer and such other officer or officers are referred to herein collectively as the "Senior Accounting Executive").
2. The Committee shall review, and shall discuss with management (including the Company's Senior Accounting Executive) and with the independent auditors, the Company's annual audited financial statements, including (a) all critical accounting policies and practices used or to be used by the Company, (b) the Company's disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations" prior to the filing of the Company's Annual Report on Form 10-K, and (c) any significant financial reporting issues that have arisen in connection with the preparation of such audited financial statements.
3. The Committee shall review:
 - a. any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. The Committee may consider the ramifications of the use of such alternative disclosures and treatments on the financial statements, and the treatment preferred by the independent auditors. The Committee may also consider other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences;
 - b. major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - c. major issues regarding accounting principles and procedures and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and

- d. the effects of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of the Company.
4. The Committee shall review and discuss with the independent auditors (outside of the presence of management) how the independent auditors plan to handle their responsibilities under the Private Securities Litigation Reform Act of 1995, and request assurance from the independent auditors that Section 10A of the Private Securities Litigation Reform Act of 1995 has not been implicated.
5. The Committee shall review and discuss with the independent auditors any audit problems or difficulties and management's response thereto. This review shall include (1) any difficulties encountered by the independent auditors in the course of performing their audit work, including any restrictions on the scope of their activities or their access to information, (2) any significant disagreements with management and (3) a discussion of the responsibilities, budget and staffing of the Company's internal audit function. This review may also include:
 - a. any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise);
 - b. any communications between the independent auditors' audit staff and the independent auditors' national office regarding auditing or accounting issues presented by the engagement; and
 - c. any management or internal control letter issued, or proposed to be issued, by the independent auditors.
6. The Committee shall discuss with the independent auditors those matters brought to the attention of the Committee by the independent auditors pursuant to Auditing Standard No.1301 adopted by the PCAOB ("AS 1301").
7. The Committee shall also review and discuss with the independent auditors the report required to be delivered by the independent auditors pursuant to Section 10A(k) of the Exchange Act.
8. The Committee shall discuss with the CEO and CFO of the Company (1) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting brought to the attention of the Committee, which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, within the time periods specified in the SEC's rules and forms, and (2) any fraud brought to the attention of the Committee involving management or other employees who have a significant role in the Company's internal control over financial reporting.
9. Based on the Committee's review and discussions (1) with management of the audited financial statements, (2) with the independent auditors of the matters required

to be discussed by AS 1301, and (3) with the independent auditors concerning the independent auditors' independence, the Committee shall make a recommendation to the Board as to whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K for the last fiscal year.

10. The Committee shall prepare the Committee report required by Item 407(d) of Regulation S-K (or any successor provision) to be included in the Company's annual proxy statement.

C. Internal Auditors

1. At least annually, the Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function (which, for avoidance of doubt, may be outsourced to a third party service provider other than the Company's independent auditor) and review the internal audit plan. Such evaluation may include a review of the responsibilities, budget and staffing of the Company's internal audit function with the independent auditors. The Committee shall be directly responsible for the appointment, retention, termination and compensation of any outsourced third party internal audit service provider.
2. In connection with the Committee's evaluation of the Company's internal audit function, the Committee may evaluate the performance of the persons responsible for the internal audit function.
3. The Committee shall instruct the internal auditors that the internal auditors shall report directly to the Committee.
4. The Committee shall periodically review internal audit reports together with responses from management.

D. Unaudited Quarterly Financial Statements. The Committee shall meet to review, and shall discuss with management and the independent auditors, in each case prior to the filing of the Company's Quarterly Reports on Form 10-Q, (1) the Company's quarterly financial statements and the Company's related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," (2) such issues as may be brought to the Committee's attention by the independent auditors pursuant to Auditing Standard No. 4105, and (3) any significant financial reporting issues that have arisen in connection with the preparation of such financial statements.

E. Earnings Press Releases. The Committee shall discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, including, in general, the types of information to be disclosed and the types of presentation to be made (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information).

F. Risk Assessment and Management

1. The Company's management is responsible for the day-to-day management of risk and the Board of Directors of the Company as whole, has the ultimate responsibility for the oversight of risk management.
2. The Committee assists the Board in the oversight and monitoring of principal risk exposures related to financial statements, legal, regulatory and other matters as well as remedies and mitigation efforts.
3. The Committee shall discuss the guidelines and policies that govern the process by which the Company's exposure to risk is assessed and managed by management.
4. In connection with the Committee's discussion of the Company's risk assessment and management guidelines, the Committee may discuss or consider the Company's major financial risk exposures and the steps that the Company's management has taken to monitor and control such exposures.

G. Procedures for Addressing Complaints and Concerns

1. The Committee shall establish procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
2. The Committee may review and reassess the adequacy of these procedures periodically and adopt any changes to such procedures that the Committee deems necessary or appropriate.

H. Regular Reports to the Board. The Committee shall regularly report to and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, the performance of the internal audit function and any other matters that the Committee deems appropriate or is requested to review for the benefit of the Board.

I. Legal and Regulatory Compliance

1. The Committee shall discuss with management and the independent auditors the legal and regulatory requirements applicable to the Company and its subsidiaries and the Company's compliance with such requirements. After these discussions, the Committee may, if it determines it to be appropriate, make recommendations to the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.

2. The Committee shall discuss with management legal matters (including pending or threatened litigation) that may have a material effect on the Company's financial statements or its compliance policies and procedures.
 3. The Committee shall inquire of management and the independent auditors as to whether, in the preparation or review of the audited financial statements and the quarterly financial statements, management or the independent auditors have any significant concerns regarding the Company's qualification as a real estate investment trust, under the applicable provisions of the federal tax laws.
- J. Independent Counsel and Consultants. The Committee shall have the authority to retain and terminate any independent counsel and other outside experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also use the services of the Company's regular inside or outside legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee.
- K. Committee's Annual Performance Review. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate, including in either written or oral form.
- L. Annual Review of Charter. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration, in either written or oral form.

Notwithstanding the responsibilities and powers of the Committee set forth in this Charter, the Committee does not have the responsibility of planning or conducting audits of the Company's financial statements or determining whether the Company's financial statements are complete, accurate and in accordance with GAAP. Such responsibilities are the duty of management and, to the extent of the independent auditors' audit responsibilities, the independent auditors. In addition, it is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations or the Company's policies and procedures.

IV. Meetings and Procedures

- A. Meetings and Agendas. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than quarterly. The Chairperson will, in conjunction with appropriate members of the Committee, establish the meeting calendar and set the agenda for each meeting. All Committee members may suggest the inclusion of matters for the agenda.
- B. Quorum; Action by the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

- C. Special Meetings. The Chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee.
- D. Attendance by Outsiders. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee may request.
- E. Executive Session. Periodically, the Committee shall meet separately with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors.
- F. Meeting Reports and Minutes. Following each of its meetings, the Committee shall report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings and submit such minutes to the Company's corporate secretary for inclusion in the corporate records.
- G. Delegation to Subcommittees. The Committee may form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers, except to the extent prohibited under applicable law or stock exchange rules.

V. Disclosure of Charter

This Charter will be made available on the Company's website.