

# **HINES REAL ESTATE INVESTMENT TRUST, INC.**

## **AUDIT COMMITTEE CHARTER**

### **I. PURPOSE**

The primary purposes of the Audit Committee (the "Committee") are to assist the Board of Directors (the "Board") of Hines Real Estate Investment Trust, Inc. (the "Company") in overseeing:

- the integrity of the Company's financial statements and other information to be provided to the Company's stockholders;
- the Company's compliance with legal and regulatory requirements;
- the independent auditors' qualifications and independence;
- the performance of the Company's risk management function and independent auditors; and
- the Company's systems of disclosure controls and procedures and internal controls over financial reporting.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee should also provide an open avenue of communication among the independent auditors, financial and senior management, the risk management function, and the Board.

The Committee may obtain advice and assistance from outside legal, accounting, or other advisors as it deems appropriate to perform its duties and responsibilities. The Committee may retain and compensate these advisors without seeking Board approval.

The Company shall provide appropriate funding, as determined by the Committee, for payment of professional services of the independent auditors and any advisors that the Committee chooses to engage.

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section III of this Charter. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities.

### **II. COMPOSITION AND MEETINGS**

The Committee shall be comprised of three or more directors, each of whom shall meet the independence requirements of Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder, as well as the independence requirements set forth in the Company's Articles of Incorporation. Furthermore, each director serving on the Committee will 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. Compensation related to services as a director is the only compensation that a member of the Committee may receive from the Company. All members of the Committee shall have a working familiarity with basic finance and accounting practices and at least one member of the Committee shall, in the business judgment of the Board, be an audit committee financial expert (as defined in Item 401(h) of Regulation S-K). The existence of such

member or members as an audit committee expert(s), including his or her name and whether or not he or she is independent, shall be disclosed in periodic filings as required by the Securities and Exchange Commission or applicable law.

No director may serve as a member of the Committee if he or she serves on the audit committee of more than three public companies, unless the Board determines that such simultaneous service would not impair the ability of such individual to effectively serve on the Committee.

The members of the Committee shall be appointed by the Board after considering the recommendation of the Nominating and Corporate Governance Committee of the Board and shall serve until their successors shall be duly elected and qualified or until their earlier death, retirement, resignation or removal. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on it, subject to such new member(s) satisfying the independence, experience and financial expertise requirements referred to herein. The members of the Committee shall designate a Chair by majority vote of the full Committee membership.

The Committee shall hold regular meetings as may be necessary and such special meetings as may be called by the Chair of the Committee or at the request of the independent auditors or the Chief Risk Officer, or other personnel responsible for the Company's internal audit function. As part of its job to foster open communication, the Committee will meet periodically with management and the Chief Risk Officer (or other personnel responsible for the Company's internal audit function), and the independent auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Committee may request any officer of the Company, employee of Hines Advisor Limited Partnership ("Hines Advisors"), or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

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

To fulfill its responsibilities and duties the Committee shall:

#### **Review of Accounting Information and Other Documents/Reports**

1. Review this Charter periodically, at least annually, and recommend to the Board any necessary amendments as conditions dictate.
2. Review and discuss with management and the independent auditors the Company's annual and quarterly financial statements, including reviewing the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." In addition, review and discuss with management all internal control reports (or summaries thereof), as well as all other relevant reports or financial information submitted by the Company to any governmental body or the public, including management certifications as required by the Sarbanes-Oxley Act of 2002 and relevant reports rendered by the independent auditors (or summaries thereof).
3. Recommend to the Board whether the financial statements should be included in

the Company's Annual Report on Form 10-K. Discuss with management and the independent auditors the quarterly financial statements prior to the filing of each Quarterly Report on Form 10-Q.

4. Discuss with management earnings press releases (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information) and financial information and earnings guidance provided to third parties. Such discussions may be on general terms (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

### **Independent Auditors**

5. Directly appoint, retain, compensate, evaluate and terminate the independent auditors. The independent auditors shall report directly to the Committee and the Committee shall be directly responsible for oversight of the independent auditors, including resolution of disagreements between management and the independent auditors in the event that they arise.
6. Discuss with the independent auditors the matters required by Statement on Auditing Standards No. 61 ("Communication with Audit Committees"), as amended by Statements of Auditing Standards Nos. 84 and 90, relating to quality of the accounting principles adopted by the Company and the conduct of the audit, including any audit problems or difficulties that the independent auditors may have encountered in the course of the audit work (including any restrictions on the scope of activities or access to requested information) and management's response thereto, and any significant disagreements with management; review the independent auditors' attestation and management's internal control report; and receive timely verbal or written reports from the independent auditors regarding the following:
  - all critical accounting policies and practices to be used;
  - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and
  - other material written communications between the independent auditors and management, such as any management letter and schedule of unadjusted differences.
7. At least annually, obtain and review a report by the independent auditors describing:
  - the firm's internal quality-control procedures;
  - any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by

governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and

- all relationships between the independent auditors and the Company, in order to assess the independent auditors' independence.
8. Evaluate the qualifications, performance and independence of the independent auditors, including a review and evaluation of the lead partner of the independent auditors. In making its evaluation, the Committee will take into account the opinions of management and the Chief Risk Officer. Assure the regular rotation of the lead audit partner as required by law and consider whether, in order to assure continuing independence of the independent auditors, there should be regular rotation of the audit firm itself.
  9. Review and preapprove both audit and non-audit services to be provided by the independent auditors (other than as provided in Section 10A(i)(B) of the Exchange Act relating to *de minimis* exceptions from the preapproval requirements). The authority to grant pre-approvals may be delegated to one or more designated members of the Committee whose decisions will be presented to the full Committee at its next regularly scheduled meeting. Approval of nonaudit services will be disclosed by the Company to investors in periodic reports required by Section 13(a) of the Exchange Act.
  10. Ensure that the independent auditors submit to the Committee on a periodic basis written statements regarding their independence and delineating all relationships between the independent auditors and the Company, including the written disclosures required by *Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees)*, and discuss with the independent auditors such statements and any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and, if so determined by the Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the independent auditors.
  11. Set clear hiring policies, compliant with governing laws or regulations, for employees or former employees of the independent auditors.

## **Financial Reporting Processes and Accounting Policies**

12. Discuss with the independent auditors and/or the Chief Risk Officer (or other personnel responsible for the internal audit function) the integrity of the Company's financial reporting processes (both internal and external) and internal control structure. In addition, the Committee shall review, as it deems appropriate, the adequacy of the Company's systems of disclosure controls and internal controls regarding financial reporting and accounting.
13. Discuss with management and the independent auditors major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
14. Review 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.
15. Receive and review any disclosure from the Company's CEO or CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of: a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
16. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the financial statements of the Company.
17. Review and approve the disclosure of all related-party transactions, defined as those transactions required to be disclosed under Item 404 of Regulation S-K.
18. Establish and maintain procedures for the receipt, retention, and treatment of complaints from the Company's officers and employees of affiliates of the Company regarding accounting, internal accounting controls, or auditing matters.
19. Establish and maintain procedures for the confidential, anonymous submission by the Company's officers and employees of affiliates of the Company regarding questionable accounting or auditing matters.

## **Risk Management**

20. Discuss guidelines and policies with respect to risk assessment and risk management.
21. Discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

22. Periodically, meet separately with the persons performing the risk management function to discuss any issues warranting Committee attention.

### **Legal Compliance**

23. Discuss with the Company's counsel and/or the Chief Risk Officer, legal matters that may have a material impact on the Company's financial statements or compliance policies or procedures.

### **Other Responsibilities**

24. Review with the independent auditor, risk management, and management the extent to which material changes or improvements in financial or accounting practices have been implemented.
25. Prepare an annual report of the Committee to be included in the Company's annual proxy statement, as required by the Securities and Exchange Commission.
26. Annually, conduct a performance evaluation of the Committee relative to the Committee's purpose, duties and responsibilities outlined herein.
27. Perform any other activities consistent with this Charter, the Company's Articles of Incorporation and Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
28. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.
29. The Committee may perform such other functions as may be requested by the Board from time to time.

### **Limitations on Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to prepare financial statements, plan or conduct audits or to determine whether the Company's financial statements and disclosures are complete or accurate or in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.

It is also not the responsibility of the Committee to develop corporate governance guidelines or codes of business conduct or ethics, including, except as expressly set forth herein, with respect to conflicts of interests or relationships between the Company and its executive officers or directors. This is the responsibility of the Nominating and Corporate Governance Committee of the Board.