



RETAIL PROPERTIES OF AMERICA, INC.

**ANNUAL MEETING
OF STOCKHOLDERS**

9:00 A.M. Central

May 28, 2020

**Online Meeting
www.virtualshareholdermeeting.com/RPAI2020**

AGENDA

Welcome and Calling of Meeting to Order

Introductions

Items of Business:

1. Election of Directors;
2. Approval of an advisory resolution on executive compensation; and
3. Ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2020.

Voting

Adjournment

NOTE

Under the Bylaws of the Company, no additional persons may be nominated at the annual meeting and no business matters in addition to the matters set forth in the Notice of Annual Meeting of Stockholders may properly come before the meeting or any adjournments or postponements of the Annual Meeting.

RULES AND PROCEDURES

For the 2020 Virtual Annual Meeting of Stockholders of Retail Properties of America, Inc.

Welcome to the Annual Meeting of Stockholders (the “Meeting”) of Retail Properties of America, Inc., which due to COVID-19 is being conducted solely by remote access. In order to conduct an informative and constructive Meeting, the Company has adopted the following rules and procedures to govern the conduct of the Meeting:

1. Only stockholders of record of the Company as of the record date for the Meeting, the close of business on March 24, 2020, and persons holding a valid proxy from any such stockholders of record, are entitled to attend, vote at and participate in the Meeting after entering their 16-digit control number. Guests who wish to attend the meeting will need to complete a registration form provided on the Meeting’s website. Guests who attend the Meeting cannot vote or ask questions.

2. Beneficial owners (e.g., persons whose shares of the Company are held for their benefit by a broker, bank or other record holder) who do not hold a valid proxy may also attend the Meeting as guests after completing a registration form provided on the Meeting’s website. Beneficial owners that login as guests cannot vote or ask questions.

3. During the Meeting, all lines will be muted. Stockholders will have the opportunity to ask questions through the “Ask a Question” box via the Meeting’s website.

4. Due to time limitations and to help ensure that all stockholders who have logged in using their unique 16-digit control number have an adequate opportunity to comment on the proposals, we are requesting that only one (1) proxy holder per Company stockholder of record submit a question during the Meeting. Likewise, we are requesting that a maximum of one (1) representative of entity stockholders (for example, a corporation which owns Company shares) submit a question at the Meeting.

5. The only matters to be considered at the Meeting are the proposals set forth in the Notice of 2020 Annual Meeting of Stockholders. All questions submitted should relate directly to the proposals.

6. In order to facilitate responses to questions, questions submitted should be brief and specific. In view of the substantial amount of information contained in the Proxy Statement and in our other communications to you:

- a. A stockholder or proxy holder who has logged in using their unique 16-digit control number will be permitted to submit a question with respect to the proposals.
- b. The Chairman of the Meeting reserves the right to limit the number of responses to questions submitted on a particular topic during the Meeting if questions are repetitive or if a particular viewpoint has been adequately expressed. Questions and answers will be grouped by topic and substantially similar questions will be grouped and answered once.
- c. The Chairman of the Meeting reserves the right to end the question and answer period during the Meeting after a reasonable time as determined by the Chairman in his sole discretion.

7. Derogatory personal questions that are otherwise in bad taste, as determined by the Chairman of the Meeting in his sole discretion, will not be addressed.

8. Under the Bylaws of the Company, only nominees who have been nominated pursuant to the provisions of the Bylaws and those items of business of which the Company's Secretary has received proper notice may be considered at the Meeting. Accordingly, no nominees for director, in addition to those set forth in the Company's Proxy Statement and no items of business other than those listed on the Agenda may be introduced or considered. The Meeting is not to be used as a forum to present general economic, political or other views that are not directly related to the items of business listed on the Agenda.

9. After discussion of the items of business is completed, stockholders of record or holders of a valid proxy who wish to vote at the Meeting may do so via the remote access platform. Stockholders will need their unique 16-digit control number in order to vote their shares. If you have already voted by proxy, there is no need to vote online by ballot, unless you wish to **change** your vote. No further voting will be permitted and no further ballots or proxies will be considered or accepted by the inspector of election after the closing of the polls.

10. No recording devices are permitted during the Meeting.

11. The Chairman of the Meeting, in his sole discretion, has the right to cause any person not complying with these rules and procedures to be removed from the Meeting.

12. The Chairman of the Meeting has sole authority to preside over the Meeting to make any and all determinations with respect to the conduct of the Meeting, including, without limitation, the administration and interpretation of these rules and procedures. The Chairman of the Meeting also has sole authority to create such additional rules and procedures and to waive full or partial compliance with any rule or procedure as the Chairman of the Meeting may determine in his sole discretion.