



# REGULATION FD DISCLOSURE POLICY

## Policy Statement

Duke Realty Corporation (the “Company”) is committed to the full, fair, accurate, timely, and understandable disclosure of information about the Company on a non-selective basis and in compliance with Regulation FD, as promulgated by the Securities and Exchange Commission (“SEC”), and other laws and regulations. For purposes of this policy, “public disclosure” means filing or furnishing a current report on Form 8-K with the SEC or disseminating information through another method of disclosure that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public.

## Compliance

It is the Company’s policy to comply with all periodic reporting and disclosure requirements, including Regulation FD. It has been, and continues to be, our practice to disclose material information about the Company in a public, timely, and non-selective manner.

**As a general rule, Company employees are not authorized to disclose material, nonpublic information about the Company. Any inadvertent disclosure of material, nonpublic information on a selective basis should be reported to the Disclosure Controls Committee.** Within 24 hours of the discovery of the inadvertent breach or on the commencement of the next day’s trading on the New York Stock Exchange, whichever is later, the Company shall (a) broadly disseminate the information via a press release or by filing the information under Item 8.01 on Form 8-K or “furnishing” the information under Items 2.02 or 7.01 on Form 8-K or (b) “cure” such breach by other appropriate and prompt subsequent disclosure.

“Material” information is any information concerning the Company or its securities if there is a substantial likelihood that a reasonable shareholder would consider the information to be important in making an investment decision or to have altered the “total mix” of available information. This includes a range of subjects, including our current or expected operating performance, acquisitions and strategic transactions, the gain or loss of a significant tenant, changes in our dividend rates, issuance of new or additional securities, new products, changes in management, and material cybersecurity breaches or incidents.



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## Compliance Guidelines

The Company has established the following practices and procedures to ensure compliance with Regulation FD.

### I. Authorized Representatives of the Company

- A. The Executive Chairman, if any; the Chairman, if any; the Chief Executive Officer; the Chief Operating Officer, if any; the Chief Financial Officer; the Senior Regional Executive Vice President, if any; the Executive Vice President, General Counsel and Corporate Secretary; the Executive Vice President, Chief Investment Officer; and the Vice President, Investor Relations shall have authority to communicate on behalf of the Company to the following persons ("Securities Market Participants"):
- securities market professionals, which includes brokers, dealers, analysts, investment advisors, institutional investment managers, mutual funds, hedge funds, and other investment companies;
  - shareholders of the Company who may reasonably be expected to purchase or sell the Company's securities based upon the communication; and
  - persons associated with any of the above-mentioned persons.
- B. In addition, the Executive Vice President, General Counsel and Corporate Secretary; the Vice President, Investor Relations; the Senior Vice President, Taxation; and such members of each of their respective staffs shall have authority to communicate with shareholders and beneficial owners in response to inquiries regarding shareholder accounts and other administrative matters.
- C. At the request of the Disclosure Controls Committee, other officers of the Company may communicate, from time to time, with Securities Market Participants as part of the Company's investor relations efforts; provided, however, that such officers shall not have authority to communicate business, financial, or other material, nonpublic information about the Company.



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## II. Disclosure of Material Information

If the Company determines that disclosure of material, nonpublic information will be made, it will endeavor to disclose such information in accordance with Regulation FD and other applicable legal and regulatory requirements. When the Company discloses material, nonpublic information, it will do so by one or more of the following methods:

- A. filing a current report on Form 8-K with the SEC or, if appropriate, including the disclosure in a quarterly report on Form 10-Q or annual report on Form 10-K;
- B. distributing a press release through a widely disseminated news or wire service;
- C. any other non-exclusionary method of disclosure that is reasonably designed to provide broad public access, such as broadcasting through the Company website after public notice of the broadcast; or
- D. a combination of the above methods.

## III. Quarterly Earning Releases and Quarterly Earnings Conference Calls

- A. The Company will hold quarterly conference calls that are broadly accessible to the public by dial-in conference call, webcast, broadcast, or similar means. The Company's policy is to provide the public with advance notice of the date and time of each upcoming quarterly conference call. The Company shall furnish its quarterly earnings release to the SEC under Item 2.02 of Form 8-K in accordance with the rules and regulations of the SEC.
- B. Following each quarterly conference call, a playback of the conference call will be generally available on the Company website for a limited time period.



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## IV. Financial Projections and Other Forward-Looking Statements

At the Company's sole discretion, it may publicly disclose guidance on estimates or projections relating to the Company's future earnings, performance, or operations. To the extent that the Company provides guidance relative to its financial goals, any such guidance, and changes to or affirmations of the guidance, will be done through methods designed to ensure broad disclosure. If and when provided, the guidance shall constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and shall be subject to its "safe harbor" provisions. As such, any guidance is subject to risks and uncertainties that could cause actual results to differ materially from those as described in guidance provided by the Company. Information regarding certain risks and uncertainties is available in the Company's filings with the SEC, including the annual report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, and may be provided in a press release. Any guidance provided by the Company will be as of the date made, and the Company shall undertake no obligation to update the guidance. Any guidance shall contain a legend to the foregoing effect.

## V. Analyst Models and Reports

The Disclosure Controls Committee shall be authorized to review and comment on draft analyst reports; provided, however, that such review or comment shall be limited to ensuring accuracy of publicly disclosed factual information.

## VI. Presentations

- A. The Company will use safe harbor guidelines for forward-looking information as part of individual, group, and investor conference communications formats.
- B. The Company will participate in securities firm-sponsored and other investor conferences from time to time. Should the Company decide to disclose material, nonpublic information at any securities firm-sponsored or other investor conferences, it shall do so only to the extent it simultaneously publicly discloses the information in the presentation. The Company shall issue media releases in conjunction with its major



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presentations scheduled during the year and post those presentations on the Company website.

- c. The Company may participate in other forums at which Securities Market Participants could be present, including industry seminars, trade shows, and annual shareholder meetings. The Company does not intend to disclose any material, nonpublic information during these meetings.

### **VII. Media Communications**

- A. Although the Company recognizes that Regulation FD does not apply to communications with the media, it is the Company's policy not to disclose material information to the media unless it has been previously disclosed in accordance with Regulation FD.
- B. Senior managers are encouraged to make appropriate announcements and to conduct interviews with media regarding non-material developments in their markets.

### **Further Information About Regulation FD**

The Company will post this policy statement on its website at [www.dukerealty.com](http://www.dukerealty.com) and update it as necessary to ensure that Company employees and Securities Market Participants are informed about the Company's disclosure policy.