

CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose and Composition

The Corporate Governance Committee (the “Committee”) will be a standing committee of the Board of Directors (the “Board”) of Duke Realty Corporation (the “Company”). The Committee will consist of not less than three (3) nor more than eight (8) members. The Committee will consist of only those members who qualify as “independent directors” under the criteria established from time to time by the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange. The members of the Committee and its Chairperson will be appointed annually by the Board. The Board may, at any time, remove one (1) or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee will have the following responsibilities:

A. Corporate Governance

1. The Committee will recommend to the Board amendments to the Articles of Incorporation and the Bylaws.
2. The Committee will develop and recommend to the Board a set of corporate governance principles applicable to the Company, including:
 - a) the structure, charter, practices, and policies of the Board of Directors, including, but not limited to:
 - size of the Board
 - new director orientation
 - criteria for membership
 - diversity of membership
 - stock ownership guidelines
 - schedule of meetings and review of agenda
 - independence of outside directors
 - mix of management and independent directors

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- conflict of interest issues
 - other affiliations of the CEO; and
- b) the structure and charter of Board committees.
3. The Committee will regularly canvass individual directors for their opinions on Board effectiveness.
 4. The Committee will serve as the primary resource for the Board in evaluating issues of corporate governance.
 5. The Committee will review, on a periodic basis, the corporate responsibility practices of the Company.
- B. Board Governance and Composition
1. The Committee will recommend criteria for membership on the Board, including age, expertise, business experience, character, and other board memberships of the candidate.
 2. The Committee will identify, review the qualifications of, and recommend to the Board nominees for election as members of the Board consistent with criteria approved by the Board.
 3. If determined by the Committee to be reasonably advisable, the Committee will retain and terminate any search firm to be used, at the Company's expense, to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
- C. Board Committees
1. The Committee will recommend to the Board a policy regarding rotation of other committee members and chairs.

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2. The Committee will recommend to the Board:
 - a) committee member qualifications;
 - b) committee member appointment and removal;
 - c) appointment of committee chairs;
 - d) rotation of committee members; and
 - e) frequency of committee meetings.

D. Annual Evaluation and Monitoring of Board Performance

1. The Committee will recommend a process for annual evaluation of Board performance and oversee such evaluation.
2. The Committee will monitor and liaison with the Board on any director qualifications or resignation issues, including, but not limited to:
 - a) change in professional affiliations or status; and
 - b) performance.
3. The Committee will annually assesses its own performance.

E. Succession Planning

The Committee will monitor and liaise with the Board on providing policy and practice oversight with regard to succession planning.



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F. General

The Committee will undertake from time to time additional activities within the scope of the Committee's charter, as it may deem appropriate, or as may be delegated to the Committee by the full Board pursuant to applicable Indiana law.

II. Meetings

The Committee will normally hold at least four (4) meetings each year in order to accomplish the aforementioned duties and responsibilities. The Committee's Chairperson or the Chairman of the Board may call additional meetings as needed. Appropriate officers of the Company will provide staff support to the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

III. Director Candidates Recommended by Security Holders

In recommending nominees for election as members of the Board, the Committee will consider nominees recommended by bona fide holders of the Company's common stock so long as the recommendation is submitted within the timeframe required to request a proposal to be included in the proxy materials or otherwise in accordance with procedures established by the Committee from time to time. The Committee may, in its sole discretion, reject any such recommendation for any reason.