



COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

I. Composition

The Compensation and Human Capital Committee (the “Committee”) of the Board of Directors of Duke Realty Corporation (the “Company”) will consist of not less than three (3) nor more than eight (8) members of the Board of Directors, one (1) of whom will serve as the Chairperson of the Committee. 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. All such members will also be “non-employee directors” (within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Act”)).

The members of the Committee and its Chairperson will be appointed annually by the Board of Directors. The Board of Directors may at any time remove one (1) or more directors as members of the Committee and may fill any vacancy on the Committee. When appropriate, the Committee may form and delegate authority to subcommittees.

II. Purpose

The Board of Directors has, by duly adopted resolution, delegated to the Committee strategic and administrative responsibility on a broad range of issues. The Committee’s basic responsibility is to assure that the Board of Directors, the Chief Executive Officer, other officers, and key management employees of the Company and its “affiliates” (as defined in the employee benefit plans and programs of the Company and its affiliates) are compensated effectively and in a manner consistent with the stated compensation strategy of the Company.



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III. Responsibilities

More specifically, until further action by the Board of Directors, the Committee will be responsible for, and will have all authority necessary to carry out, the following matters.

1. On at least an annual basis, the Committee will review and approve the Company's compensation strategies, programs, and policies to ensure that officers (as defined under Rule 16a-1(f) of the Act (the "Executive Officers")) are rewarded appropriately for their contributions to Company growth and profitability and that the executive compensation strategy supports organizational objectives and shareholder interests.
2. On an annual basis, the Committee will review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's compensation level based on this evaluation.
3. On an annual basis, the Committee will evaluate the performance of the other Executive Officers and review and approve the individual elements of total compensation of such other Executive Officers.
4. The Committee will review and discuss annually with management the Company's compensation discussion and analysis ("CD&A") and, based on that review and discussion, recommend to the Board of Directors that the CD&A be included in the Company's annual proxy statement and will prepare the Committee Report required by the SEC and applicable federal and state securities laws to be included in the Company's annual proxy statement.
5. The Committee will review, approve, and recommend for adoption by the Board of Directors (and submission to shareholders for approval, if



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necessary) all new equity-related incentive plans for Executive Officers and key management employees and review the administration of the Company's long-term incentive programs in a manner consistent with the terms of the plans.

6. The Committee will have sole responsibility for the granting and administration of awards to non-employee members of the Board of Directors; provided, however, that if at any time the Committee does not consist solely of independent directors within the meaning of Section 303A of The New York Stock Exchange Listed Company Manual, then the Committee will appoint a subcommittee consisting solely of independent directors to grant and administer awards to non-employee members of the Board of Directors.
7. To the extent required by law or any plan or program, the terms of which require action to be taken by the Board of Directors or the shareholders of the Company, the Committee will act as delegee of the Board of Directors for approval of the design and administration of employee benefit and compensation plans and programs.

The Associate Benefits Committee of the Company (the "Benefits Committee") will design and administer the employee benefit programs, the members of which will be designated by the Chief Executive Officer from time to time, or to such individual officers of the Company and its affiliates as the Benefits Committee may determine.

Notwithstanding the foregoing provisions of this paragraph 7, the Committee will retain full jurisdiction over all equity-based compensation plans and programs as well as those plans and programs, which primarily or exclusively cover Executive Officers of the Company. For this purpose, the Duke Realty 401(k) Plan and other employee benefits plans that have components based upon Company stock and which cover substantially all of the Company's employees will not be considered as equity-based



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compensation plans. In addition, the Committee will also retain authority to adopt and terminate the Company's retirement plans, to adopt and amend all new stock purchase programs, and to terminate the Company's health plans.

8. The Committee will determine and approve the terms and conditions of regular and equity-related compensation for members of the Board of Directors in accordance with the rules in effect under Section 16 of the Act.
9. The Committee will review and assess on an annual basis potential risk to the Company from its compensation programs and policies, including incentive and commission plans.
10. With regards to compensation consultants, legal counsel, or other advisers, the Committee will (a) retain, obtain, or terminate, in the Committee's sole discretion, the advice of such advisers; (b) be directly responsible for the appointment, compensation, and oversight of the work of any such advisers the Committee retains; (c) receive appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisers retained by the Committee; and (d) select such advisers to the Committee only after taking into consideration all factors relevant to each adviser's independence from management, as outlined in the New York Stock Exchange Listed Company Manual and also outlined in the Company's Executive Compensation Guidelines for Compensation Committee Advisers.
11. The Committee will oversee the Company's recoupment policy.
12. The Committee will review and make recommendations to the Board regarding the Company's proposals to shareholders as well as proposals from shareholders that relate to the matters overseen by the Committee.
13. The Committee will review and evaluate the results of advisory votes on executive compensation.



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14. The Committee will review on an annual basis employee turnover and diversity and employee development and engagement programs.
15. The Committee will report to the Board of Directors regularly.
16. The Committee will conduct an annual review of its own performance.
17. The Committee will review the adequacy of this Compensation and Human Capital Committee Charter periodically.