

DUKE REALTY CORPORATION
AMENDED AND RESTATED EXECUTIVE COMPENSATION COMMITTEE CHARTER

(Effective July 27, 2016)

Composition

The Executive Compensation Committee of the Board of Directors of Duke Realty Corporation ("Company") shall consist of not less than three (3) nor more than eight (8) members of the Board of Directors, one (1) of whom shall 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 shall also be "non-employee directors" (within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Act")) and "outside directors" (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder).

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

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, 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.

Responsibilities

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

1. To review at least annually 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 shareholders' interests.
2. On an annual basis, to 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, to review and determine the individual elements of total compensation of the other Executive Officers.
4. To 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 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. To review, approve and recommend for adoption by the Board of Directors (and submission to shareholders for approval if 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. To 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 shall not consist solely of independent directors within the meaning of Section 303A of The New York Stock Exchange Listed Company Manual, then the Committee shall 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 delegate 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 Duke Realty Corporation ("Benefits Committee") will design and administer the employee benefit programs, the members of which shall 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, the Duke Realty Corporation Employee Stock Purchase Plan and other employee benefits plans that have components based upon Duke Realty Corporation stock and which cover substantially all of the Company's employees, shall not be considered as equity-based 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. To 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. To 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, (a) to retain, obtain or terminate, in the Committee's sole discretion, the advice of such advisers; (b) to be directly responsible for the appointment, compensation, and oversight of the work of any such advisers the Committee retains; (c) to receive appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisers retained by the Committee; and (d) to 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. To oversee the Company's Recoupment Policy.
12. To 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. To review and evaluate the results of advisory votes on executive compensation.
14. To report to the Board of Directors regularly.
15. To conduct an annual review of its own performance.
16. To review the adequacy of this Charter periodically.