

**DUKE REALTY CORPORATION
AMENDED AND RESTATED
FINANCE COMMITTEE CHARTER**

(Effective July 26, 2017)

I. Mission

The Finance Committee (the “Committee”) will review and evaluate the financial policies, plans and structure of Duke Realty Corporation and its subsidiaries and affiliates (collectively, the “Company”). In this role, the Committee will review the Company’s capital structures, investment decisions, financial commitments and relationships with external sources of financing and rating agencies. The Committee will make recommendations to the Company’s Board of Directors (the “Board”) and to the Company’s management (“Management”) regarding financial policies and objectives to promote and maintain superior standards of performance. The Committee will also review and approve certain transactions as delegated to the Committee by the Board.

II. Organization

1. The Committee will be appointed annually by the Board and will consist of not less than three (3) or more than eight (8) members of the Board. The Committee will consist of only those members who qualify as “independent directors” under the criteria set forth in the Corporate Governance Committee Charter. The Board will fill vacancies on the Committee. The Board will delegate one member of the Committee to be the Chairperson. The Board 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.
2. The Committee will meet quarterly, with such additional meetings as the Chairperson of the Committee deems necessary. The Chairperson may invite appropriate Management representatives to attend the meetings as deemed necessary or desirable.
3. The Committee will report to the Board following quarterly meetings, and at such other times as circumstances may warrant.

III. Duties and Responsibilities

Subject to Board oversight, the Committee will review, approve and, to the extent applicable, make recommendations to the Board with respect to the following matters:

1. Asset acquisition, asset disposition and development transactions exceeding those parameters established by the Board from time to time for which the Board has delegated approval authority to Management.

2. Credit capacity and financial condition, planning and structure of the Company.
3. Relationship of the Company with its sources of external financing and its rating agencies.
4. Adequacy of the Company's dividend policies and the declaration of quarterly and special dividends on common and/or preferred stock.
5. Strategic financial policies of the Company, including debt quality, debt rating, and leverage ratios.
6. Long-range financial plans of the Company.
7. Debt and equity placements.
8. Policies and procedures related to repurchases of Company stock.
9. Entering into loans and issuance of debt and/or equity in accordance with those parameters established by the Board.
10. Approval of the Company's entry into derivatives without further action by the Board.
11. The adoption and administration of a hedging policy.
12. Annual self-assessment of the Committee's performance and the adequacy of this Finance Committee Charter.
13. All other matters duly delegated to the Committee by the Board pursuant to applicable Indiana law.