



**Duke**REALTY  
CODE OF CONDUCT

July 26, 2017

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**I. INTRODUCTION**

Duke Realty Corporation (together with its subsidiaries, the “Company”) seeks at all times to conduct its business in accordance with the highest standards of honest and ethical conduct and in compliance with applicable laws, rules, regulations and policies. Earning the trust and confidence of our customers, vendors, shareholders and fellow associates is a responsibility that each of us shares.

This Code of Conduct (the “Code”) governs the business decisions made and actions taken by the Company’s associates, officers and directors and is an expression of the Company’s fundamental values. This Code is a set of general principles, and, therefore, must be used together with your good judgment. You should also take responsibility for making sure those around you also follow the Code. If you believe a fellow associate, officer or director is violating the Code, it is your duty to report it. Doing so will not be considered an act of disloyalty, but an action which shows your sense of responsibility and fairness to our customers, suppliers, shareholders, fellow associates and other shareholders.

The reputation, integrity and profitability of the Company ultimately depend upon the individual actions of the Company’s associates, officers and Directors. As a result, each of you is personally responsible and accountable for compliance with this Code.

This Code is in addition to any applicable laws, rules or regulations, other Company policies and/or agreements and is not intended to reduce or limit other obligations that each associate, officer, or director may have to the Company.

This Code is not intended to create, nor does it create, any contractual rights related to employment.

**II. ADMINISTRATION OF THE CODE**

**A. REPORTING VIOLATIONS AND CONCERNS UNDER THE CODE**

All associates, officers and directors have a duty to report any known or suspected violation of this Code, including any known or suspected violations of applicable laws, rules, regulations or policies. Reporting a known or suspected violation of this Code should not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the Company, as well as its associates, officers and directors.

If you need an explanation or you want to know if a provision of this Code applies to a particular situation, the best place to start is with your manager or the Human Resources Department.

The General Counsel of the Company is responsible for overseeing this Code, including issuing revisions and guidelines, and is also available if an interpretation or special clarification of this Code is needed.

**If you are aware of or suspect misconduct, illegal activity, unethical behavior, fraud, abuse of Company assets or violation or potential violation of applicable laws, rules, regulations or this Code, you have an affirmative duty to advise your supervisor, an officer of the Company, the Human Resources Department, the CEO or any member of the Board of Directors. If you believe that a violation has not been or will not be adequately addressed by any of the above-mentioned**

individuals, you should immediately report the violation (a) to the General Counsel of the Company, (b) on the Company's toll-free Ethics Hotline number at (866) 298-1630, (c) through the Company's anonymous Ethics Hotline website which is accessible on the Company's intranet and corporate website, or (d) to the Company's toll-free Ethics Hotline email address at [auditcommitteehotline@dukerealty.com](mailto:auditcommitteehotline@dukerealty.com). This policy is intended to encourage and enable associates to raise good faith concerns about questionable or illicit conduct to designated Company personnel prior to providing any notification outside the Company. However, nothing in this policy is intended to prevent associates from reporting information to appropriate governmental agencies (SEC/DOJ) when the associate has reasonable cause to believe that a violation of law has occurred.

#### **B. POLICY AGAINST RETALIATION**

We will not tolerate retaliation against anyone for reporting violations under this Code. It is also our policy to comply with all laws that protect associates against unlawful discharge, harassment, discrimination or retaliation by anyone at the Company as a result of their lawful and truthful reporting of information regarding, or participation in, investigations or proceedings involving allegations of corporate fraud or other violations of federal or state law by the Company or its agents.

All reports will be investigated under the direction of the General Counsel or Human Resources Department, as appropriate, in a timely and discreet manner. False reports or reports that the associate should reasonably know are false or groundless are not appropriate and the Company reserves the right to take appropriate disciplinary action with respect to such reports. If you have any questions as to what information may be confidential or as to what your obligations may be with respect to particular information, you should contact the Human Resources Department.

#### **C. AMENDMENTS AND WAIVERS OF THE CODE**

The Company's Board of Directors or a designated committee thereof shall have the authority to amend this Code. Any such amendment to the Code as applied to Senior Officers shall be promptly disclosed on Form 8-K or on the Company's website to the extent that such disclosure is required by applicable securities laws and the rules and regulations of the New York Stock Exchange (the "NYSE").

Waiver of any provision of this Code as applied to Senior Officers (defined below) or directors of the Company shall be ineffective unless first approved by the vote of the Board of Directors or the Corporate Governance Committee of the Board of Directors, and, if required, shall be disclosed in accordance with applicable securities laws and the rules and regulations of the NYSE. For purposes of this Code, "Senior Officers" means the Company's principal executive officer, principal financial officer, principal accounting officer or controller and any other officer who is an "executive officer" as defined in applicable securities laws and the rules and regulations of the Securities and Exchange Commission (the "SEC") and the NYSE.

Any waiver of any provision of this Code as applied to associates shall be ineffective unless approved by the General Counsel of the Company. To the extent required by law, any such waivers of this Code for associates shall be promptly disclosed to the public.

**D. ANNUAL ACKNOWLEDGMENT CERTIFICATE**

A certificate will be required to be completed by all associates, officers and directors upon first accepting a position with the Company and annually thereafter acknowledging each such person's receipt and understanding of, as well as compliance with, this Code. In addition, any change in circumstances during the year that causes a previously filed certificate to be incomplete or incorrect must be reported immediately to the Human Resources Department.

**III. CONFLICTS OF INTEREST**

**A. GENERAL CONFLICTS OF INTEREST**

A "conflict of interest" occurs when an individual's private interests interfere in any way, or even appear to interfere, with the interests of the Company as a whole. As associates, officers and directors of the Company, you must avoid circumstances that might cause you to place your own interests above your obligations to the Company. A conflict situation can arise when an associate, officer or director takes actions or has interests that may make it difficult to perform for the Company in an effective and objective manner. Conflicts of interest may also arise when an associate, officer or director, or any member of such person's family, receives improper personal benefits as a result of such person's position in the Company, whether received from the Company or a third party.

Associates should report any conflicts of interest or apparent conflicts of interest to their supervisor and the Internal Audit Department. While such situations are not automatically prohibited, they are not desirable and only may be waived with respect to associates by a Senior Officer of the Company at the request and with the concurrence of the Human Resources Department and the General Counsel of the Company. Senior Officers and directors should report any conflicts of interest or apparent conflicts of interest to the General Counsel and the Board of Directors. Conflicts of interest of our Senior Officers or directors only may be waived by our Board of Directors, or a designated committee thereof, and shall be promptly disclosed in accordance with applicable U.S. securities laws and the rules and regulations of the NYSE. Directors are also required to make appropriate disclosures to the General Counsel and the Board of Directors of their or their immediate family members' interest in potential transactions involving the Company or its affiliates and to recuse themselves from Board of Directors decisions with respect to such transactions or other matters involving the Company or its affiliates as to which they or any of their immediate family members are interested parties or with respect to which a real or apparent conflict of interest exists.

**B. PERSONAL LOANS**

The Company will not, directly or indirectly, extend or maintain credit, or arrange for an extension of credit, in the form of a personal loan to any executive officer or director.

**IV. CORPORATE OPPORTUNITIES**

As an associate, officer or director of the Company, you have an obligation to put the interests of the Company ahead of your personal interests and to advance the Company's interests whenever the opportunity to do so arises. Associates, officers and directors are prohibited from taking for personal use (or for use by a family member) any business opportunities discovered through the use of Company

assets, information or position when the business opportunity has been offered to the Company, when the opportunity is the kind of business the Company competes in, when the Company has funded the opportunity, when the Company has devoted facilities or personnel to develop the opportunity, or when the business opportunity is in the same line of business as the Company's business. If an associate discovers a business opportunity through the use of Company assets, information or position, the associate must first present the business opportunity to the Company before pursuing the opportunity in an individual capacity. At no time may any associate, officer or director utilize Company assets, information or position to generate personal gain or engage or participate in any business that either directly or indirectly competes with the Company.

The Company requires that you fully disclose to the Investment Committee the terms and conditions of each business opportunity covered by this Code that you wish to pursue. The Investment Committee will determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity that has been presented to an associate, officer, or director, such person may pursue the business opportunity on the same terms and conditions offered to the Company and consistent with the other ethical guidelines set forth in this Code. Business opportunities offered to directors and Senior Officers (as defined herein) only may be waived by our Board of Directors, or a designated committee thereof, and will be promptly disclosed to the public to the extent required by applicable securities laws and the rules and regulations of the NYSE.

## **V. GIFTS AND ENTERTAINMENT POLICY**

### **A. INTRODUCTION**

The giving and receiving of gifts by people who may engage in business transactions with each other is an area where perception is almost always as important as fact. While an associate may give or receive something of value with selfless motives and solely in the interests of the Company, an external observer often could and will ascribe improper motives to the giving or acceptance of a gift or entertainment. In giving or accepting any gift or entertainment, therefore, each associate and, if applicable, his or her manager, must exercise judgment about how the giving or receiving might be perceived, recognizing that what at first sight might appear to be reasonable might nevertheless become the subject of unreasonable comment or criticism by other associates or external parties. The decision with respect to each case of giving or accepting must be based upon a judgment made after an assessment of whether the benefits gained by the Company through the acceptance or providing of a gift or entertainment might be outweighed by adverse criticism, even when that criticism may not be reasonable.

Business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, small company mementoes and tickets to sporting and cultural events may be appropriate in certain circumstances. Occasionally, it may also be appropriate to accept or provide offers involving travel for business events with our business associates. However, if offers of gifts, entertainment or travel are frequent or of substantial value, they may create the appearance of, or an actual, conflict of interest or illicit payment.



The intention of this Policy is to set out rules and guidance for all associates to follow to ensure that the Company can demonstrate that no undue influence has been applied to or by the Company or an external organization or anyone else dealing with the Company.

In general, associates shall not use their authority or office for personal gain and shall seek to uphold and enhance the standing of the Company by maintaining an unimpeachable standard of honesty, impartiality and integrity in all their business relationships.

**B. REQUIREMENTS**

The following chart provides disclosure and approval requirements for the giving and receiving of gifts, entertainment and travel according to their value. Each associate has a personal responsibility to adhere to these requirements. The form referred to in this chart is attached hereto as Appendix 1 (the "Gifts, Entertainment and Travel Disclosure Form"). The Compliance Manager shall maintain a written record of gifts, entertainment and travel and shall make this available for inspection as required by the Audit Committee of the Board of Directors.

REQUIREMENTS IF YOU RECEIVE GIFTS, ENTERTAINMENT OR TRAVEL FROM ANYONE OUTSIDE OF THE COMPANY		
Amount	Form Required	Supervisor Approval Required
Non-Cash Gift Valued Below \$100	No	No
Non-Cash Gift Valued at \$100 or above	Yes	Yes
Gift Card Valued Below \$100	No	No
Gift Card Valued at \$100 or above but under \$300 (or above \$100 but under \$300 in the aggregate for the year from any one vendor)	Yes	Yes
Gift Card Valued at \$300 or above (or above \$300 in the aggregate for the year from any one vendor)	Yes	1 <sup>st</sup> and 2 <sup>nd</sup> level supervisor approval required (or just 1 <sup>st</sup> level supervisor if the supervisor is an Executive Committee Member)
Gifts of Ceremonial Nature that are impractical or offensive to refuse (e.g. at a broker outing or closing dinner)	No	Discuss with Supervisor if valued at \$100 or above
Entertainment (e.g. meals, tickets, sporting events) Valued Below \$100	No	No
Entertainment (e.g. meals, tickets, sporting events) Valued at \$100 or above (or above \$300 in the aggregate for the year from any one vendor) ( <i>note, if host not present, considered a gift, not entertainment</i> )	Yes	Yes

Travel of all value	Yes	1 <sup>st</sup> and 2 <sup>nd</sup> level supervisor approval required (or just 1 <sup>st</sup> level supervisor if the supervisor is an Executive Committee Member)
<b>REQUIREMENTS IF YOU GIVE GIFTS, ENTERTAINMENT OR TRAVEL TO ANYONE OUTSIDE THE COMPANY</b>		
<b>Amount</b>	<b>Form Required</b>	<b>Supervisor Approval Required</b>
Non-Cash Gift Valued Below \$300	No	No
Non-Cash Gift Valued at \$300 or above	Yes	1 <sup>st</sup> and 2 <sup>nd</sup> level supervisor approval required (or just 1 <sup>st</sup> level supervisor if the supervisor is an Executive Committee Member)
Gift Card Valued Below \$100	No	No
Gift Card Valued at \$100 or above but under \$300 (or above \$100 but under \$300 in the aggregate for the year to any one vendor)	Yes	Yes
Gift Card Valued at \$300 or above (or above \$300 in the aggregate for the year to any one vendor)	Yes	1 <sup>st</sup> and 2 <sup>nd</sup> level supervisor approval required (or just 1 <sup>st</sup> level supervisor if the supervisor is an Executive Committee Member)
Ceremonial Mementos to Government Officials Valued Below \$50	No	No
Gifts or Entertainment to Government Officials other than Ceremonial Mementos Valued Below \$50 ( <i>note, no gift certificates ever allowed</i> )	Yes	1 <sup>st</sup> and 2 <sup>nd</sup> level supervisor plus General or Deputy General Counsel approval
Entertainment (e.g. meals, tickets, sporting events) ( <i>note, if host not present, considered a gift, not entertainment</i> )	No	No
Travel of all value	Yes	1 <sup>st</sup> and 2 <sup>nd</sup> level supervisor approval required

In addition to these requirements, the following general policies apply.

**1. Gifts**

As a general rule, associates may give to, and accept gifts from, suppliers, customers or other business associates, provided that gift:

- does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of sale;
- would not embarrass the Company or the gift giver if disclosed publicly; and

- would not prevent or influence the recipient from awarding the Company's business to one of the gift giver's competitors.

The following gifts are *never* appropriate:

- gifts of cash, or cash equivalent (gift cards or gift certificates to local businesses such as restaurants may be accepted as provided in the preceding charts);
- gifts that are prohibited by local law;
- gifts given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);
- gifts that are known to be prohibited by the gift giver's or recipient's organization;
- gifts given in the form of goods or services or other non-cash benefits (e.g., the promise of employment); and
- gifts to family members of customers, suppliers or other business associates.

Associates must never ask for gifts, gratuities or other items that benefit them personally, regardless of value. Associates are expected to exercise good judgment in accepting gifts from suppliers, customers or other business associates. Associates should talk to their supervisor, or to a human resources or legal associate, when in doubt as to whether a gift is appropriate.

## **2. Entertainment**

Accepting entertainment from a third party is permitted only if such entertainment:

- is infrequent;
- is reasonably related to a legitimate business purpose (e.g., accompanying a customer or supplier to a local concert/sporting event or attending a business meal);
- is not given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);
- does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of purchase;
- is in good taste and occurs at a business appropriate venue;
- is reasonable and appropriate in the context of the business occasion; and
- would not influence, or appear to influence, the associate's ability to act in the best interest of the Company.

The following is *never* appropriate:

- entertainment that can be viewed as excessive in the context of the business occasion;
- "adult" entertainment or any sort of event involving nudity or lewd behavior; and
- entertainment that is known to be prohibited by the gift giver's or the recipient's organization.

Associates should consult with their supervisor when in doubt as to whether an event, location or expenditure is appropriate.

Finally, note that these entertainment guidelines apply to situations in which the host is present. Tickets to sporting or cultural events provided to associates and not attended by the host are really “gifts,” not “entertainment,” and should be viewed under the gift guidelines above.

### **3. Travel**

Infrequently, it may be appropriate for customers, suppliers or other business associates to pay for an associate’s travel-related expenses. As these situations are rare, offers to pay for travel and/or related expenses from third parties *must* be: a) reviewed and approved by the associate’s first and second level reporting supervisors; and, if accepted following approval by such reporting supervisors, b) disclosed to the Compliance Manager using the Gift, Entertainment and Travel Disclosure Form.

In reviewing the travel request, the associate’s first and second level reporting supervisors should consider a number of factors, including whether:

- the primary purpose of the travel is business-related;
- the class of travel is appropriate in the business context;
- the proposed expenditures comply with United States and local laws and customs; and
- the itinerary minimizes side trips and avoids tourist or vacation destinations.

Note that the Company will not usually approve travel expenses for spouses or children, and will never approve trips that appear to be provided in exchange for business or improper advantage.

### **4. Gifts to Government Officials**

Because the laws of the United States and most other nations prohibit giving anything of value to government officials in order to obtain or retain business or to secure some other improper advantage, it is important to be sure that gifts to these individuals cannot be construed as bribes. Further, government officials often are prohibited by law from accepting gifts, so offering a gift may put the official in an awkward position. The term “government official” is a broad one. It includes all associates, at any level, of a government department or agency, whether executive, legislative or judicial. Officers and associates of companies under government ownership or control are also considered “government officials.” Thus, the term includes not only individuals such as elected officials, customs and tax inspectors and government procurement officials, but also the associates of state-owned enterprises.

### **C. ENFORCEMENT**

If at any time an associate receives or becomes aware of any offer of a bribe or commission made by an associate to a third party, the associate must report such event at once to his or her supervisor, or to a Human Resources or Internal Audit associate or a Company officer.

Upon receipt of a report, the recipient must advise the General Counsel to enable appropriate assessment and, when necessary, remedial action to be taken. A breach of this Policy may lead to disciplinary action regarding the associate involved, including termination of employment.

**D. FREQUENTLY ASKED QUESTIONS****How can an associate determine the value of a gift they receive?**

Use common sense and good judgment in determining the value of any gifts/entertainment received. If it is unclear, consider contacting a store or checking online, for similar items. When in doubt, follow the reporting and disclosure process.

**How does an associate know if a gift is prohibited by the gift giver's organization?**

It is not necessary to research the issue, but gifts should not be accepted when it is clear that the gift is prohibited by the gift giver's organization. If it is not practical to decline the gift at the time of receipt, accept the gift and then promptly discuss how to respond with your supervisor.

**Is a favor considered a gift?**

The answer can vary. Accepting a favor from a supplier, tenant or other business associate might compromise, or appear to compromise, an associate's judgment or create an actual or apparent conflict between an associate's personal interest and his loyalty to the Company. Discuss questionable favors and how to respond with your supervisor.

**Can supervisors impose more stringent guidelines for their business unit or division (for example, lower the value of permitted gifts)?**

Yes. Business unit or support group leadership may, with the approval of the Executive Committee member to whom it reports and the General Counsel, establish more stringent specific limits. Supervisors who choose to do so should communicate the guidelines and expectations to their business unit or division in writing.

**VI. HOLDING ANOTHER JOB OUTSIDE OF THE COMPANY**

The Company encourages each associate to take an active role in the community as long as his or her involvement does not adversely affect the Company or individual job performance. An associate may have another job or own a business outside of the Company, but each full-time associate must receive prior approval from his or her manager. Since it is common for many part-time associates to hold additional jobs, it is not necessary for those associates to obtain approval from their direct supervisors. In the case of holding another job or owning a business outside of the Company, the following issues should be considered by both full-time and part-time associates:

- Is there a conflict of interest?
- Will it adversely affect the Company?
- Is the business relationship in direct competition with the Company?
- Will the job interfere with the time and attention the associate must devote to his or her job at the Company?
- Will corporate property or equipment, or use of proprietary information (such as mailing lists, business information, or computer systems) be involved?

A “yes” answer to any of these questions means that: (i) notification must be provided to the Company if any associate is considering the idea of holding another job and; (ii) approval for associate to hold such a second job may be denied. Notwithstanding the foregoing, no associate should be employed by, serve as a director of, or provide services to a company that is a customer, tenant, or competitor of the Company.

## **VII. PROTECTION AND PROPER USE OF COMPANY ASSETS**

All associates, officers and directors should protect the Company’s assets to ensure their efficient and proper use. The standards set forth below are intended to guide associates, officers and directors by articulating the Company’s expectations as they relate to activities or behaviors that may affect the Company’s assets.

### **A. PERSONAL USE OF CORPORATE ASSETS**

Theft, carelessness and waste have a direct impact on the Company’s profitability. Company property should be used for the Company’s legitimate business purposes and the business of the Company shall be conducted in a manner designed to further the Company’s interest rather than the personal interest of any individual. Our associates, officers and directors are prohibited from the unauthorized use or taking of the Company’s equipment, supplies, materials or services. Prior to your engagement in any activity on Company time which will result in compensation or payment to you or use of the Company’s equipment, supplies, materials or services for personal or non-work related purposes, officers and associates shall obtain the approval of the supervisor of the appropriate business unit and Senior Officers and directors shall obtain the approval of the Board of Directors. Some examples include (a) using Company facilities, copiers and postage to reproduce and mail flyers for a college reunion or (b) sending personal communications via e-mail in violation of the Company’s Corporate Information Technology Policy (attached hereto as Exhibit F).

If you drive a Company vehicle, please also refer to the Fleet Safety section of the Duke Realty associate Handbook for other specific requirements and limitations.

### **B. USE OF COMPANY SOFTWARE**

Associates, officers and directors may use software programs purchased by the Company for word processing, spreadsheets, data management, and many other applications. All software products purchased by the Company are covered by some form of licensing agreement describing the terms, conditions and allowed uses. It is the Company’s policy to respect copyright laws and observe the terms and conditions of any license agreements. Copyright laws in the United States and other countries impose civil and criminal penalties for illegal reproductions and use of licensed software.

### **C. COMPUTER RESOURCES/E-MAIL**

Our computer resources, which include the electronic mail system, belong to the Company and not to associates. Computer resources are not intended to be utilized for amusement, solicitation, or other non-business purposes. While it is recognized that you will occasionally use the system for personal communications, it is expected that such uses will be kept to a minimum and that you will be responsible and professional in your use of the e-mail system. The use of the computer systems to

make or forward derogatory or offensive remarks about other people or groups is prohibited. E-mail messages should be treated as any other written business communication. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

#### **D. REMOTE ACCESS AND VIRUS PROTECTION**

If you are granted remote access to the Company network, you agree to install and keep current industry standard anti-virus and other malware (spyware) prevention software on all hardware not provided by the Company and used by you to access the Company network in an effort to prevent the introduction of viruses and other threats to the Company network. You will report immediately to the Company IT Security Manager any detection of software virus infections or malware software on any equipment used to access the Company network. The Company shall provide anti-virus protection and/or other malware (spyware) prevention software for all Company-supplied equipment. You must not establish firewalls, routers, communications servers, web servers, or any other facilities on remote computer systems that handle Duke Realty business if such facilities permit any other type of real-time in-bound remote access via the Internet (e.g., the hosting of a web site or running file sharing software). Outbound connections from a remote system through the Internet are permissible.

### **VIII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

As an associate, officer or director of the Company, you have an obligation to comply with the laws of the jurisdictions in which the Company operates. The Company will not tolerate any activity that violates any laws, rules, or regulations applicable to the Company. This includes, without limitation, laws covering securities fraud, commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, unfair dealing, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering and receiving gratuities, environmental hazards, discrimination or harassment, occupational health and safety, false or misleading financial information, embezzlement, check fraud, making false or fraudulent statements or misuse of corporate assets. Any violation of these laws could result in termination of employment or criminal or civil prosecution.

You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from the General Counsel of the Company. For additional guidance, please refer to the Company's Securities Trading Policy Statement (attached hereto as [Exhibit A](#)), Commitment to Equal Employment Opportunity (attached hereto as [Exhibit B](#)), Drug and Alcohol-Free Workplace Policy (attached hereto as [Exhibit C](#)), Policy Against Harassment (attached hereto as [Exhibit D](#)), Diversity and Inclusion Policy (attached hereto as [Exhibit E](#)), Workplace Security Policy (attached hereto as [Exhibit G](#)), Records Management Guidelines (attached hereto as [Exhibit H](#)), Social Media and Networking Guidelines (attached hereto as [Exhibit I](#)), and Bring Your Own Device Acceptable Use and Security Guidelines (attached hereto as [Exhibit J](#)).

**A. ANTITRUST LAWS**

You are obligated to comply with applicable antitrust and similar laws that regulate competition in the states in which we operate. Examples of conduct prohibited by such laws include:

- Agreements to fix prices, bid rigging, market allocation and collusion (including price sharing) with competitors;
- Boycotts, certain exclusive dealing arrangements and price discrimination agreements; and
- Unfair trade practices, including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

**B. ENVIRONMENTAL LAWS**

It is our policy to comply with all applicable environmental laws, rules and regulations. Our associates will strive to utilize resources appropriately and efficiently and dispose of waste in accordance with applicable laws, rules and regulations.

**C. EMPLOYMENT LAWS**

**1. Equal Employment Opportunity**

The Company is committed to equal employment opportunity for all qualified individuals. For information regarding the Company's commitment, please refer to the Company's Commitment to Equal Employment Opportunity (attached hereto as [Exhibit B](#)).

The Company has also published policies on various aspects of the employment relationship, all of which are more fully set forth on the Company's intranet website. Should you have any questions regarding various employment initiatives that the Company is pursuing, please do not hesitate to contact the Human Resources Department.

**2. Non-Discrimination in Company Business**

In the conduct of Company business, associates should respect the rights and cultural differences of others. It is the policy of the Company not to discriminate against any person on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, veteran status, or any characteristic protected by law.

**3. Harassment**

The Company continually take steps to maintain a positive work environment for all associates and at all of our locations. It is our corporate policy that associates treat each other with dignity and respect. We will not tolerate harassment of any associate by any other associate or supervisor for any reason. The Company prohibits not only unlawful harassment and discrimination, but also other unprofessional conduct. Associates should report allegations of harassment or discrimination immediately upon their occurrence in accordance with the Company's Policy Against Harassment



(attached hereto as [Exhibit D](#)). Reported allegations will be investigated in accordance with applicable laws and human resources policies.

Associates, officers and directors are expected to seek advice from the Human Resources Department or the General Counsel of the Company when confronted with business decisions involving a risk of violation (or even the potential appearance of violation) of these laws.

#### **D. INSIDER TRADING LAWS**

The purchase or sale of the Company's securities while aware of material non-public information, or the disclosure of material non-public information to others who may use the information for trading purposes, is prohibited by the Company and by applicable securities laws. Undisclosed information is generally considered "material" if it (i) would likely affect an investor's decisions to purchase, sell, or otherwise trade in a company's securities, (ii) might have an effect on the market for a company's securities generally, or (iii) might cause an insider to change his/her trading patterns. Our Board of Directors has adopted a Securities Trading Policy Statement (attached hereto as [Exhibit A](#)) that applies to all associates, officers and directors. You should review the insider trading policy carefully and follow the policies and procedures described therein. Failure to comply with the Company's insider trading policy may subject you to sanctions imposed by the Company, up to and including termination for cause, whether or not the failure to comply results in a violation of law.

Associates, other than officers, may buy stock on a regular basis through the Duke Realty Corporation Direct Stock Purchase and Dividend Reinvestment Plan and Duke Realty 401(k) Plan without concern for timing of those purchases.

In general, all associates, officers and directors should be extremely careful regarding the discussion of any of the Company's activities with outsiders, especially with shareholders, family members, friends and others who do not have a right to that information before it is made available to the general public. This extends to any insider information you may have about other companies' activities as a result of your position with the Company. Some examples include, without limitation, information about potential acquisitions and dispositions, earnings estimates, dividend increases or decreases, competitive advantages, pending or threatened litigation, extraordinary management changes or other non-public information.

#### **THE USE OF NON-PUBLIC INFORMATION FOR PERSONAL FINANCIAL BENEFIT OR "TIPPING" OTHERS WHO MIGHT MAKE AN INVESTMENT DECISION ON THE BASIS OF THIS INFORMATION IS NOT ONLY UNETHICAL, BUT ALSO ILLEGAL.**

Refer to our Securities Trading Policy Statement (attached hereto as [Exhibit A](#)) for all questions as to trading in the Company's securities, insider trading, and related concerns. If you have questions about the Company's insider trading policy, please contact the Human Resources Department, the Company's manager of equity compensation or the General Counsel of the Company.

**E. GOVERNMENTAL REGULATIONS AND POLITICAL ACTIVITIES****1. Compliance with Governmental Authority**

The Company shall comply with the laws, regulations, decrees and orders of every governmental agency, regulatory authority, and judicial body having jurisdiction over it. The Company shall cooperate with any governmental agency in the proper performance of their duties to the fullest extent possible. To ensure the Company's compliance and cooperation commitment is satisfied, you should immediately inform the General Counsel of the Company of any governmental request or inquiry.

**2. Political Activities**

The Company does not make contributions to political candidates or political parties except as permitted by applicable law. However, nothing shall prevent the Company from advocating a position, expressing a view or taking other appropriate action with respect to any legislative or political matters affecting the interests of the Company. The Company believes that voting, contributing financially to the party or candidate of one's choice, and keeping informed on political matters are important rights and responsibilities of each individual. Accordingly, associates, officers and directors, acting in their individual capacities and at their own expense, are not constrained by this Code from engaging in political activity, making political contributions, expressing views or taking other appropriate action on any political or legislative matter.

Associates, officers and directors shall comply with all laws, rules and regulations governing campaign finance and lobbying activities and shall not engage in any conduct that is intended to avoid the application of such laws to activities undertaken on behalf of the individual or the Company.

**3. Relationships with Governmental Officials**

Payments (regardless of amount) to governmental officials and other government personnel of the United States and other domestic or foreign jurisdictions, regardless of motive, constitute a violation of this Code. The Company's relationship with public officials shall, in all respects, be of such a nature that the integrity and reputation of the officials and the Company will not be impugned in the event the full details of the relationship, including any gifts or entertainment, become public.

**4. Bribery and Anti-Corruption**

Bribery and other anti-corruption laws are intended to prevent companies and individuals from gaining an unfair advantage and from undermining the rule of law. The Company prohibits any associate from offering or accepting any bribes, kickbacks, "under-the-table" payments, or other similarly improper or inappropriate payments to or from any person, company or governmental agency. This prohibition on offering or paying bribes, kickbacks, or "under-the table" payments also applies to third parties acting on the Company's behalf, such as contractors or consultants. The Company prohibits the engagement of any third party when we believe the third party may attempt to offer a bribe to conduct the Company's business.

When doing business with U.S. or foreign governments, associates are prohibited from giving or receiving any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind which is provided directly or indirectly by or to any prime contractor, prime contractor employee, subcontractor or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contractor in connection with a subcontract relating to a prime contract. Specifically, associates are prohibited from (a) providing, attempting to provide, or offering to provide a kickback; (b) soliciting, accepting, or attempting to accept any kickback; and (c) including, directly or indirectly, the amount of any kickback in the contract price charged by a subcontractor to a prime contractor or a higher tier subcontractor or in the contract price charged by a prime contractor to any government or governmental agency.

Please consult with the Company's Legal Department to be certain you are aware of any special rules that apply, and obtain approval from the Legal Department before providing anything of value to a government official.

#### **5. Foreign Corrupt Practices Act**

The Foreign Corrupt Practices Act prohibits American companies and their employees and agents from paying or authorizing payment of any money, or other things of value, directly or indirectly, to a foreign official in order to influence any act within his/her official capacity, or to induce him/her to assist in obtaining business for the Company.

Besides violating the Foreign Corrupt Practices Act, such transactions may also result in the violation of federal criminal laws, such as anti-bribery laws, mail fraud and wire fraud statutes, and other state laws or the laws of foreign countries in which the Company may do business. Because of the complex and dynamic nature of international business, associates should address any questions they have in this regard to the Legal Department.

#### **F. WORKER HEALTH AND SAFETY LAWS**

The Company strives to provide a safe and healthy work environment for all associates. The Company will use its best efforts to comply with all applicable Occupational Safety and Health Act (OSHA) standards. Management and supervisory personnel are to make sure that all associates and officers observe all applicable safety and health laws and governmental regulations. Associates and officers are expected to keep their work areas clean and free of hazards, conform to the requirements of any safety procedures and guidelines prescribed by the Company, and utilize their work stations and equipment in the manner in which they were intended to be used. Each associate and officer has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and by reporting accidents, injuries and unsafe equipment, practices or conditions.

Possession, sale or use of illegal drugs (or drug-like substances) is unlawful and is prohibited. It is inconsistent with our objective of operating the Company in a safe and efficient manner that an associate would report to work under the influence of illegal drugs. Possession of drug paraphernalia is also evidence of violation of this rule. Any associate who engages in such conduct will be subject to disciplinary action up to and including termination of employment. For additional guidance, please refer to the Company's Drug and Alcohol-Free Workplace Policy (attached hereto as Exhibit C).

Likewise, with the exception of Company-sponsored or -approved events, no associate of the Company shall engage in private consumption of alcoholic beverages during working hours. Under no circumstances should an associate or officer report to work under the influence of alcoholic beverages. An associate or officer who engages in such conduct will be subject to disciplinary action up to and including termination of employment. For additional guidance, please refer to the Company's Drug and Alcohol-Free Workplace Policy (attached hereto as Exhibit C).

Violence and abusive and threatening behavior are not permitted. An associate or officer who engages in such conduct also will be subject to disciplinary action up to and including termination of employment. For additional information, please refer to the Company's Workplace Security Policy (attached hereto as Exhibit G).

#### **G. FRAUDULENT ACTIVITIES**

You must promptly report any activities that you believe may constitute a violation of any law relating to securities fraud; mail fraud; bank, wire, radio or television fraud; and/or any rule or regulation of the SEC or any provision of law relating to fraud or deceptive practices against shareholders. You must also promptly report any activities that you believe constitute or will result in fraudulent reporting of the Company's financial results.

#### **H. CUSTOMER AND SUPPLIER SCREENINGS**

Each associate is required to conduct business with the Company's customers, suppliers, contractors and other third parties in a manner that complies with local, state and federal rules and regulations. The Office of Foreign Assets Control ("OFAC") requires that the Company screen all customers, suppliers, contractors, and other third parties who are involved in transactions with the Company to ensure that the Company does not engage in business activities with specially designated nationals and blocked persons ("SDNs"). The Company has established internal controls and procedures that are designed to detect whether any customers, suppliers, contractors or other third parties who do business with the Company are SDNs. Please contact the Company's Legal Department if you need assistance in screening any customers, suppliers, contractors, or other third parties who do business with the Company or if you suspect any unusual or suspicious activity.

### **IX. CONFIDENTIAL AND PROPRIETARY INFORMATION**

#### **A. CONFIDENTIAL INFORMATION**

Confidential information includes all non-public information that might be of use to competitors, investors, potential investors, analysts, or other third parties, and/or harmful to the Company, its associates or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. All information (in any form, including electronic information) that is created or used in support of corporate business activities is the property of the Company. This information is a valuable asset and our associates, officers and directors are expected to protect it from unauthorized disclosure. This includes the Company's customer, supplier, business partner and associate data. Federal and state law may restrict the use of such information and impose penalties for impermissible use or disclosure.

Our associates, officers and directors must not discuss confidential information with any other persons, except on a “need to know” basis. The obligation to preserve confidential information continues even after termination of the relationship with the Company.

Associates, officers and directors are obligated, during and after employment, to hold all confidential information in confidence, to refrain from disclosing such information to any person outside the Company without the Company’s prior consent, and to refrain from using confidential information for any purpose other than the performance of their duties to the Company. You are also obligated to comply with any disclosure obligations imposed on the Company in its agreements with third parties.

Examples of this kind of information include, without limitation, knowledge of the financial condition of the Company or another person or entity; the status or prospect of a potential business transaction; an individual’s business dealings with the Company; lease or contract terms; internal correspondence; computer passwords, codes or software; personally identifiable information; and reports provided to or received from regulatory agencies.

Information pertaining to the Company’s competitive position or business strategies and information relating to negotiations with associates, officers, directors or third parties, should be protected and shared only with persons having a need to know such information in order to perform their job responsibilities.

## **B. INTELLECTUAL PROPERTY AND PROPRIETARY INFORMATION**

Our associates, officers and directors must carefully maintain and manage the intellectual property rights of the Company to preserve and protect their value. Information, ideas and intellectual property assets of the Company are important to the Company’s success. Your obligation to protect the Company’s assets includes proprietary information and intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

Our name, logo, trademarks, inventions, processes and innovations are intellectual property assets and their protection is vital to the success of the Company’s business. The Company’s and any of its subsidiaries’ names, logos and other trademarks and service marks are to be used only for authorized Company business and never in connection with personal or other activities unless appropriately approved and in accordance with the policies of the Company. In addition, our associates, officers and directors must respect the intellectual property rights of third parties. Violation of these rights can subject both you and the Company to substantial liability, including criminal penalties.

Intellectual property that you create while employed by the Company belongs to the Company. You must share any innovations or inventions you create with your supervisor so that the Company can take steps to protect these valuable assets.

**C. PERSONNEL ACTIONS/DECISION**

Salary, benefit, medical and other personal information relating to associates, officers and directors shall be treated as confidential. Personnel files, payroll information, disciplinary matters, and similar information are to be maintained in a manner designed to protect confidentiality in accordance with applicable laws. Associates, officers and directors shall exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function. Notwithstanding the foregoing, all personnel information belongs solely to the Company and may be reviewed or used by the Company as needed to conduct its business.

**X. INTEGRITY OF RECORDS AND COMPLIANCE WITH ACCOUNTING PRINCIPLES****A. PREPARATION AND MAINTENANCE OF BUSINESS RECORDS**

The preparation and maintenance of accurate and reliable business records is required by law and is of critical importance to the Company's decision-making processes and to the proper discharge of our financial, legal and reporting obligations. All financial and other business records, including expense accounts, purchase orders, requisitions, bills, payroll, reports to government agencies, and other reports, books and records of the Company must be prepared with care and honesty. False or misleading entries in such records are unlawful and are not permitted.

Many associates and officers regularly use business expense accounts with credit cards, which must be documented and recorded accurately. If you are uncertain as to whether a certain expense is appropriate, ask your supervisor or your controller. Rules and guidelines are also available from the Accounting Department.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports.

Records should always be retained or destroyed in accordance with the Company's Records Management Guidelines (attached hereto as Exhibit H). In accordance with those policies, in the event of litigation or governmental investigation, it is essential to follow the advice of the Company's Legal Department. Documents relevant to any pending, threatened, or anticipated litigation, investigation or audit must not be destroyed for any reason until expressly authorized by the General Counsel.

**B. ACCURACY OF FINANCIAL REPORTS**

We are a publicly traded company and are required to report our financial results and a great deal of financial and other information about our business to the public and to the SEC. All corporate funds and assets must be recorded in accordance with generally accepted accounting principles, consistently applied ("GAAP") and applicable corporate procedures. No undisclosed, unrecorded or "off the books" corporate funds or assets shall be established or maintained for any purpose nor should the Company's funds or assets be placed in any personal or non-corporate account. No associate, officer or director, whatever his or her position, is authorized to depart from the Company's policy or to condone a departure by anyone else.

In accordance with the Sarbanes-Oxley Act of 2002, the Company maintains a system of internal controls and procedures that it believes provides reasonable assurance that all transactions are executed in accordance with management's authorization and are properly recorded and that financial records and reports are accurate and reliable. This system includes written policies and procedures and examination by professional auditors in accordance with standards established by the Public Company Accounting Oversight Board ("PCAOB"). All associates, officers and directors are expected to adhere to these procedures.

## **XI. ADDITIONAL REQUIREMENTS FOR SENIOR OFFICERS**

The Company has established certain supplemental ethical standards for its Senior Officers, all of whom have significant financial, policy-making and accounting functions. The Senior Officers must comply with these standards in addition to all of the other standards contained in this Code.

### **A. INTEGRITY AND ACCURACY OF PUBLIC DISCLOSURES**

The Senior Officers shall take all reasonable steps to provide full, fair, accurate, timely and understandable disclosures in the reports and documents that the Company files with or submits to the SEC and in other public communications made by the Company. In the event that a Senior Officer learns that any such report, document or communication does not meet this standard and the deviation is material, then such person shall (i) review and investigate such deviation and (ii) advise the General Counsel of the Company (who shall advise the Board of Directors or the appropriate committee of the Board of Directors regarding the deviation and, where necessary, revise the relevant report, document or communication).

### **B. ACCOUNTING TREATMENT**

Although a particular accounting treatment for one or more of the Company's operations may be permitted under applicable accounting standards, the Senior Officers shall not authorize or permit the use of such an accounting treatment if the effect is to distort or conceal the Company's true financial condition or violate the standards established by the SEC or the PCAOB. The accounting standards and treatments utilized by the Company shall be determined, in all instances, on an objective and uniform basis and without reference to a single transaction or series of transactions and their impact on the Company's financial results for a particular time period. Any new or novel accounting treatment or standard that is to be utilized in the preparation of the Company's financial statements shall be discussed with the Audit Committee of the Board of Directors, and the Company's independent auditors.

Any change or waiver of the code of ethics for Senior Officers must be immediately disclosed by means of filing a Form 8-K, dissemination by the Internet or by other electronic means, and in accordance with the rules and regulations promulgated by the SEC and the NYSE.

## **XII. RECOUPMENT POLICY**

### **A. INACCURATE RESULTS**

The rules of this paragraph shall apply to any Senior Officer ("Covered Officers") if (1) either (a) there is a financial restatement to correct a material error or (b) it is determined that a metric taken into

account in computing the Covered Officer's short-term or long-term incentive compensation has been materially incorrectly calculated and (2) the Executive Compensation Committee ("Compensation Committee") of the Board of Directors determines that the Covered Officer has received an "excess incentive" on account of such restatement or the materially inaccurate calculation of the metric.

The amount of the excess incentive shall be equal to the difference between the incentive awarded to the Covered Officer and the award that would have been made based on the correct financial results.

The requirement to repay the excess incentive shall apply only if the Audit Committee of the Board has taken steps to consider restating the financials, or the Compensation Committee has taken steps to recalculate the performance metric, prior to the end of the third year following the applicable performance year, unless such restatement or recalculation is due to fraud or intentional misconduct by the Covered Officer, in which case this time limitation shall not apply.

The Compensation Committee shall take such action, subject to Board of Directors approval and applicable law, as it determines appropriate to recover the excess incentive. Such actions may include recovery of such amount from the Covered Officer from any of the following sources: future payments of incentive compensation, cancellation of outstanding equity awards, future equity awards, gains realized on the exercise of stock options, and direct repayment by the Covered Officer. A Covered Officer's receipt of a bonus or other incentive award constitutes his or her agreement that, if requested by the Compensation Committee, he or she shall repay to the Company the excess incentive within a reasonable time period, as specified by the Compensation Committee, from the time that he or she is notified by the Compensation Committee of the overpayment. The Compensation Committee may also choose not to seek recoupment of excess incentives based on the facts and circumstances.

#### **B. INTENTIONAL MISCONDUCT**

The rules of this paragraph shall apply to all associates and officers, including Covered Officers. In the event of any associate's intentional or knowingly fraudulent or illegal conduct that causes damage to the Company, the Company shall take, in its discretion, such action as it deems necessary to remedy the misconduct and prevent its recurrence. In addition, the Compensation Committee may take such action in its discretion as it determines appropriate, subject to applicable law, to cancel or reduce any outstanding equity compensation awards, incentive compensation awards, or other benefits to which the associate is actually or contingently entitled, in an amount up to the damage to the Company, as determined by the Compensation Committee. This right to recoupment is in addition to any other rights that the Company may have against such associate, including any remedies at law or in equity available to the Company as a consequence of such damages. Application of this paragraph does not preclude the Company from taking any other action to enforce an associate's obligations to the Company, including termination of employment or institution of civil or criminal proceedings.

### **XIII. ADDITIONAL POLICIES WHICH GOVERN CONDUCT**

From time to time the Board of Directors or executive officers of the Company may adopt certain policies designed to enhance the Code and foster a culture of honesty, integrity and accountability. These policies will apply to all associates, officers and directors of the Company. The following policies



are incorporated into the Code and are made a part of the Code as if stated verbatim herein. These policies are:

- Securities Trading Policy Statement attached as Exhibit A;
- Commitment to Equal Opportunity attached as Exhibit B;
- Drug and Alcohol- Free Workplace Policy attached as Exhibit C;
- Policy Against Harassment attached as Exhibit D;
- Diversity and Inclusion Policy attached as Exhibit E;
- Corporate Information Technology Policy attached as Exhibit F;
- Workplace Security Policy attached as Exhibit G;
- Records Management Guidelines attached as Exhibit H;
- Social Media and Networking Guidelines attached as Exhibit I; and
- Bring Your Own Device Acceptable Use and Security Guidelines attached as Exhibit J.

## Exhibit A

### Securities Trading Policy Statement

The Code of Conduct of Duke Realty Corporation prohibits all associates, officers and directors with knowledge of material non-public information from buying, selling, or otherwise trading in the Corporation's securities or from conveying material non-public information to other persons who may use it for trading purposes. This Securities Trading Policy Statement is intended to safeguard against such trading, and against the appearance of such trading, by (i) restricting access to and transmission of non-public corporate information, (ii) restricting the trading activities of associates, officers and directors who may know, or be presumed to know, of material non-public information, and (iii) requiring associates, officers and directors to comply with the reporting regulations applicable to certain trading activities.

#### I. DEFINITIONS

**"Duke Realty"** or the **"Corporation"** refers to Duke Realty Corporation and each of its subsidiaries.

**"Insider"** means (a) each Director and Senior Officer of the Corporation; (b) each director and Senior Officer of an issuer that is itself an Insider or subsidiary of the Corporation; (c) any natural or legal person that beneficially owns, directly or indirectly, voting Securities of the Corporation or that exercises control or direction over voting Securities of the Corporation or a combination of both, carrying more than 10 percent of the voting rights attached to all outstanding voting Securities of the Corporation (other than voting Securities held by the person as underwriter in the course of a distribution); and (d) the Corporation where it has purchased, redeemed, or otherwise acquired any of its Securities, for so long as it holds any of its Securities.

**"Restricted Person"** means (a) all directors and Senior Officers of the Corporation; (b) all members of the Executive Committee and Management Committee; (c) any other associates who are determined by the Corporation from time to time to be Restricted Persons or who receive a notification from the Legal Department, a member of management, or a supervisor that such other associates are to be regarded as Restricted Persons or are subject to a specified blackout period restricting trading in Securities for so long as such specific notification or blackout period remains in force, until terminated by notice in writing; and (d) persons providing administrative or clerical support to such directors, Senior Officers, and associates, which persons are in receipt of Material Non-Public Information.

**"Securities"** means all securities of the Corporation and of any publicly traded associated corporation or entity, including voting shares, options, warrants, preferred shares, debentures, and any other equity or debt securities. In addition, since the acquisition or disposition of a put, call, or other transferable option is deemed to be a change in the beneficial ownership of the underlying security to which the put, call, or other transferable option relates, such an acquisition or disposition is also subject to the requirements of this Policy. Finally, unless otherwise expressly indicated, all securities of other entities with which the Corporation is engaged in non-public negotiations, transactions, or other matters are Securities.

**"Senior Officer"** means (i) principal executive officer; (ii) principal financial officer; (iii) principal accounting officer or controller; (iv) or persons performing similar functions; and (v) any other person who is subject to Section 16 of the Securities Exchange Act of 1934, as amended.

**"Tippee"** means a person that obtains or receives Material Non-Public Information from an associate or Restricted Person and any person that subsequently receives such information, where such person

knew or ought reasonably to have known that the information originated with or was originally transmitted by an associate or Restricted Person.

**“Material Non-Public Information”** means any financial or other information relating to the business and affairs of the Corporation that, if disclosed, (i) would likely affect an investor’s decisions to purchase, sell, or otherwise trade in the Securities, (ii) might have an effect on the market for the Securities generally, or (iii) might cause an Insider to change his/her trading patterns. Specifically, Material Non-Public Information may include, but is not limited to, the information regarding the following:

- (a) Changes in share ownership that may affect control of the Corporation;
- (b) Changes in corporate structure, such as amalgamations;
- (c) Take-over bids in respect of the Securities, or bids by the Corporation for its own Securities;
- (d) Major corporate acquisitions or dispositions;
- (e) Changes in the capital structure of the Corporation, stock splits, and dividend decisions;
- (f) Borrowing of a significant amount of funds;
- (g) Public or private sale of additional Securities of the Corporation;
- (h) Developments affecting the Corporation’s resources, technology, products, or markets;
- (i) Commencement or termination of significant licenses or contracts;
- (j) Firm evidence of significant increases or decreases in near-term earnings prospects;
- (k) Changes in capital investment plans or corporate objectives;
- (l) Significant changes in management;
- (m) Significant litigation;
- (n) Significant disputes with major contractors, suppliers, or customers;
- (o) Events of default under financing or other agreements; and
- (p) Any other developments relating to the business and affairs of the Corporation that would likely affect the market price or value of any of the Corporation’s Securities or that would likely influence a reasonable investor’s investment decision.

## **II. RESTRICTIONS ON ACCESS TO, TRANSMISSION OF, AND TRADING ON NON-PUBLIC CORPORATE INFORMATION**

### **A. RESTRICTIONS ON ACCESS**

1. Access to Material Non-Public Information shall be limited to individuals who have a “need to know” such information. Such information shall not be discussed with any person who does not need to know such information for purposes of conducting the Corporation’s business. Family members and friends are among the persons with whom Material Non-Public Information shall not be discussed.
2. The director, Senior Officer, or manager responsible for a non-public negotiation, transaction, or other matter which, if known, would likely affect the market price or value of the Corporation’s Securities or the Securities of other parties involved in such negotiation, transaction, or other matter shall be responsible, in coordination with the General Counsel of the Corporation (or his or her designee), for initiating adequate procedures and controls to restrict access to Material Non-Public Information in accordance with this Policy and applicable laws, and for ensuring that any outside advisors or other persons who are involved in the negotiation, transaction, or other matter are under a confidentiality obligation to the Corporation.
3. In addition to any precautions imposed on associates and Restricted Persons by the person responsible for such a non-public negotiation, transaction, or other matter, the following

general precautions shall be observed, where practicable, by associates and Restricted Persons who are in receipt of Material Non-Public Information:

- (a) Written communications concerning the negotiation, transaction, or other matter shall be labeled "CONFIDENTIAL"; and, as applicable, secret access codes and other appropriate computer security measures shall be used and documents shall be shredded after use.
- (b) Whenever Material Non-Public Information must be disclosed to an associate or Restricted Person, the recipient of such information shall be advised that the information is confidential.
- (c) Associates and Restricted Persons shall refrain from open discussions concerning the negotiation, transaction, or other matter where persons without access to the Material Non-Public Information may overhear the discussions, such as in hallways, elevators, or other public places (such as airplanes, restaurants) or on speaker phones.
- (d) Associates and Restricted Persons shall not leave correspondence and other documents concerning the negotiation, transaction, or other matter in plain view in their working area, and shall not permit visitors to remain unattended in rooms containing internal corporate documents.
- (e) If the negotiation, transaction, or other matter has been assigned a code name, associates and Restricted Persons shall use the code name in all communications, written or oral, and shall refrain from using specific corporate names whenever possible.

**B. RESTRICTIONS ON TRANSMISSION**

- 1. No associate or Restricted Person shall disclose Material Non-Public Information to a Tippee other than in the necessary course of business and with the express written consent of the director, Senior Officer, or manager responsible for the negotiation, transaction, or other matter to which the Material Non-Public Information relates.
- 2. In order to avoid selective disclosure of Material Non-Public Information to persons outside the Corporation, associates and Restricted Persons shall refer any requests for financial information (including comments on rumors, stock price movements, the Corporation's projections, or other parties' projections) to the Investor Relations Department.
- 3. Associates and Restricted Persons shall report any information leaks or suspected information leaks to the person responsible for the negotiation, transaction, or other matter or to the General Counsel.
- 4. Associates and Restricted Persons shall not participate in Internet chat rooms or news group discussions on matters pertaining to the Corporation's activities or its Securities.
- 5. Associates and Restricted Persons who encounter discussions pertaining to the Corporation's business or affairs in Internet chat sessions, news groups, or other discussions on the Internet shall advise the Investor Relations Department immediately.

## **C. RESTRICTIONS ON TRADING**

### **1. Prohibitions on Trading Activities Prior to Disclosure of Material Non-Public Information**

No associate or Restricted Person having knowledge of Material Non-Public Information shall:

- (a) buy or sell, or acquire an option to buy or sell, any Securities of the Corporation or of any party involved in such negotiation, transaction, or other matter; or
- (b) participate in discussions regarding decisions by others about investments in the Corporation or other entities involved in the negotiation, transaction, or other matter before such material information has been disclosed to the public and a reasonable period of time for dissemination has passed (which for the purposes of this Policy shall be considered to be the second day following the day on which disclosure to the public occurs) or until the negotiation, transaction, or other matter to which the Material Non-Public Information relates has terminated.

### **2. Clearances**

Restricted Persons shall clear trades in Securities through the Corporation's Legal Department before placing a buy or sell order or otherwise committing to complete a trade in Securities, including initiating any written plan or other arrangement for trading Securities. Restricted Persons who request clearance for a trade in Securities in respect of which there is Material Non-Public Information will be advised by the Legal Department that trading in such Securities is currently prohibited. No further explanation as to the reason for the prohibition will be provided.

### **3. Blackout Periods**

- (a) The Corporation has established quarterly blackout periods that correspond to periods when the Corporation's financial statements have been prepared but have not yet been disclosed to the public. Those periods commence at the beginning of trading on the New York Stock Exchange on January 1, April 1, July 1, and October 1 and end at the close of trading on the second trading day following the disclosure to the public of the quarterly or annual financial results, as applicable, in the earnings press release. Restricted Persons shall refrain from trading in the Corporation's Securities during those periods.
- (b) The Corporation also establishes blackout periods applicable to directors and Senior Officers who have been notified by the Corporation of a pension fund blackout period, during which there is a suspension of transactions in the Corporation's Securities by participants and beneficiaries in individual account plans maintained by the Corporation. Directors and Senior Officers are provided timely notice of such blackout periods.
- (c) The Corporation may also establish blackout periods from time to time as a result of Material Non-Public Information, during which periods those with knowledge of or access to such information may be prohibited from trading in certain Securities.

### **4. Transactions Under Corporation's Plans**

- (a) **Stock Option Plan.** This Securities Trading Policy Statement does not apply to the exercise of an employee stock option, or to the exercise of a tax withholding right,

pursuant to which an associate or Restricted Person elects to satisfy the exercise price and tax withholding requirements either with cash, with other shares of the Corporation's stock held by the associate or the Restricted Person, or by having the Corporation withhold shares subject to the option. The Securities Trading Policy Statement does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option or to any other market sales for the purpose of generating the cash needed to pay the exercise price of an option.

- (b) **Restricted Stock Units and Other Similar Securities.** This Securities Trading Policy Statement does not apply to vesting of restricted stock units and other similar securities, or the Corporate withholding of shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock units and similar securities. The Securities Trading Policy Statement does apply, however, to any market sale of restricted stock units or similar securities.
- (c) **401(k) Plan.** The Securities Trading Policy Statement does not apply to purchases of Corporation stock in the 401(k) plan resulting from an associate or Restricted Person's periodic contribution of money to the plan pursuant to payroll deduction election. The Securities Trading Policy Statement does apply, however, to certain elections made under the 401(k) plan, including (a) an election to increase or decrease the percentage of periodic contributions that will be allocated to the Corporation stock fund, (b) an election to make an intra-plan transfer of an existing account balance into or out of the Corporation stock fund, (c) an election to borrow money against 401(k) plan account if the loan will result in a liquidation of some or all of the associate's or Restricted Person's Corporation stock fund balance, and (d) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Corporation stock fund.
- (d) **Direct Stock Purchase and Dividend Reinvestment Plan.** The Securities Trading Policy Statement does not apply to purchases of Corporation stock under the Corporation's direct stock purchase and dividend reinvestment plan resulting from periodic contributions of money to the plan pursuant to elections made at the time of enrollment in the plan or from reinvestment of dividends paid on Corporation securities. The Securities Trading Policy Statement does apply, however, to a participant's election to participate in, increase his or her participation in, or make additional contributions to the plan. The Securities Trading Policy Statement also applies to sales of any Corporation stock purchased pursuant to the plan.
- (e) **Redemption of Shares.** The Securities Trading Policy Statement does not apply to the redemption of the Corporation's shares pursuant to a contractual redemption or share repurchase program.

## 5. Additional Permitted Transactions

- (a) **Bonafide Gifts.** The Securities Trading Policy does not apply to bona fide gifts. However, gifts are subject to this policy if the associate (1) has reason to believe that the recipient intends to sell the Corporation's securities immediately or while the associate is aware of material nonpublic information, or (2) the associate is a

Restricted Person and the associate has reason to believe that the recipient intends to sell the Corporation's securities during a blackout period.

- (b) **Mutual Funds.** The Securities Trading Policy does not apply to transaction in mutual funds that are invested in the Corporation's securities.
- (c) **10b5-1 Trading Plans.** The Securities Trading Policy does not apply to the buying and selling of securities pursuant to a 10b5-1 trading plan that has been pre-approved by the General Counsel.

## 6. Additional Prohibited Transactions

- (a) **Short Sales.** Short sales of the Corporation's securities by associates and Restricted Persons are prohibited by this Securities Trading Policy Statement. A short sale of securities is a sale of securities that the seller does not own, but borrows and sells with the expectation that the same securities will be available at a later date for a lower price than was received from the sale.
- (b) **Publicly Traded Options.** A transaction in options is, in effect, a bet on the short-term movement of the Corporation's stock and therefore creates the appearance that the associate or Restricted Person is trading based on inside information. Transactions in puts, calls or other derivative securities, or any hedging transaction of any kind, whether or not, on an exchange or in any other organized market, are generally prohibited by this Securities Trading Policy Statement.
- (c) **Post-Termination Transactions.** The laws underlying the Corporation's Securities Trading Policy Statement continue to apply to transactions in Corporation securities even after the associate or Restricted Person has terminated employment.
- (d) **Margin Loans.** A margin loan is defined as any loan made by an associate or Restricted Person, repayment of which is secured by a pledge of shares of the Corporation's stock or other securities issued by the Corporation. Under the terms of a margin loan, the lender is permitted to sell the pledged shares or securities at any time the lender believes the loan to be inadequately secured. This would generally occur as the result of a decline in the value of the pledged shares or securities. If such a situation arose at a time when the associate or Restricted Person is otherwise prohibited from selling the shares or securities, such as during a blackout period, the lender's exercise of its right to sell the pledged shares or securities might result in a violation of this Policy by the associate or Restricted Person. To avoid such an occurrence, associates and Restricted Persons are prohibited from making margin loans secured by shares of the Corporation's stock or other securities.

## 7. Twenty-Twenty Hindsight

Before engaging in any transaction, all associates or Restricted Persons should carefully consider how enforcement authorities and others might view the transaction in hindsight.

#### **D. NOTIFICATION TO THE LEGAL DEPARTMENT OF TRADES IN SECURITIES**

Restricted Persons are required to notify the Legal Department of the details of any completed trades in Securities (indicating the type and number of securities purchased or sold, the price, and the date of the transaction).

#### **III. INSIDER REPORTING**

United States securities laws require an Insider to disclose in an insider report any direct or indirect beneficial ownership of, or control or direction over, Securities. Filing of insider reports is the responsibility of each Insider. The Corporation's Tax Department is available to assist in the preparation and filing of insider reports, as requested. An Insider who files his or her own insider reports shall ensure that such reports are filed in a manner and time required by law and shall provide a copy to the Legal Department.

#### **IV. CONSEQUENCES OF NON-COMPLIANCE**

Associates, Restricted Persons, or Tippees who violate the laws underlying this Policy may, under some circumstances, be subject to prosecution, which may result in significant fines or imprisonment, or both. In addition to fines, violation may result in liability to affected holders of Securities. The Corporation may be held liable for damages resulting from misleading or untrue statements or the failure to disclose information on a timely basis, and the reputation and standing of the Corporation and its associates, officers and directors in the community may be tarnished. Securities exchanges could require the premature disclosure by the Corporation of information to stop or confirm rumors.

Any Senior Officer or associate who fails to adhere to this Policy may be subject to disciplinary action by the Corporation, which could result in termination of employment.

#### **V. INTERPRETATION AND IMPLEMENTATION OF THIS POLICY**

Anyone who has any question about the interpretation or implementation of this Policy should consult with the Corporation's Legal Department. Associates and Restricted Persons who are in doubt whether they possess Material Non-Public Information should not disseminate such information to anyone outside the Corporation until consulting with the Corporation's Legal Department.



## Exhibit B

### **Commitment to Equal Employment Opportunity**

Duke Realty Corporation (the “Company”) is dedicated to creating and maintaining a positive, inclusionary work environment, and therefore expects all work-related conduct to be above and beyond the minimum “passing grade” set by legal requirements. The Company’s consistent efforts to find and keep talented, hardworking associates means there is no place for disrespectful, demeaning conduct towards job applicants or associates.

The Company is committed to equal employment opportunity for all qualified individuals regardless of their race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, veteran status, genetic information or any characteristic protected by law. This prohibition on discrimination applies to all conditions of employment, including recruiting, hiring, placement, transfer, employment, training, promotion, working conditions, compensation, benefits, job rules, discipline, termination, and all other aspects of employment and employee relations.

This commitment to the principles of equal employment opportunity applies to every associate, from the CEO to the most recent new hire. There are no exceptions.

## Exhibit C

### Drug and Alcohol-Free Workplace Policy

#### 1. POLICY

- A. Corporate Philosophy: Duke Realty Corporation and its affiliated Companies (“Duke Realty”) is committed to:
- i. providing a safe and productive work environment;
  - ii. maintaining a workplace free from alcohol and drug abuse and their effects;
  - iii. assuring that workers are not impaired in their ability to perform assigned duties in a safe, productive, and healthy manner; and
  - iv. prohibiting the unlawful manufacture, distribution, dispensing, possession, or use of controlled substances by associates while at work.

*To meet these objectives, Duke Realty must take a firm and positive stand against drug and alcohol abuse. Consequently, Duke Realty will not tolerate or condone drug or alcohol abuse.*

- B. Treatment: Duke Realty encourages associates to seek appropriate treatment if they are currently abusing drugs or alcohol, and Duke Realty will take no adverse job action against associates who seek treatment before they are tested. However, although Duke Realty will not penalize the seeking of treatment, Duke Realty may still take adverse action against an associate who engages in other violations of this policy (for example, while at work or on Duke Realty premises, possessing or using illegal drugs, engaging in the illegal use of legal drugs, or consuming alcohol other than at company-authorized social events).
- C. Effective Date: This Drug and Alcohol Policy (“Policy”) shall become effective 60 days after the Date of Implementation, and notice of this Policy shall remain posted in an appropriate and conspicuous location on the premises of Duke Realty. Copies of this Policy will be available for inspection during regular business hours.
- D. Intent: This Policy provides a uniform procedure for drug and alcohol testing designed to detect individuals having drugs or alcohol in their system during work hours or while performing work duties. Nothing in this Policy shall be interpreted as creating a contract between Duke Realty and any of its associates or otherwise altering the at-will status of that employment relationship.
- E. Fair and Equitable Application: Duke Realty is dedicated to assuring fair and equitable application of the Drug and Alcohol Testing procedure set forth below. Therefore, supervisors and managers are directed to use and apply all aspects of this Policy in an unbiased and impartial manner. Any supervisor or manager who knowingly disregards the requirements of this Policy, or who is found to deliberately misuse this Policy, shall be subject to disciplinary action up to and including termination.

## **2. SCOPE**

- A. Associates: This Policy applies to all Duke Realty associates.
- B. Others: Where indicated, this Policy also applies to subcontractors, trade contractors, vendors, suppliers and their employees and visitors when on Duke Realty premises or job sites or when performing work for or on behalf of Duke Realty (“Covered Persons”).

## **3. CONDITION OF EMPLOYMENT**

For associates, compliance with and participation in this Policy is a condition of employment.

## **4. SUBSTANCE ABUSE EDUCATION**

Duke Realty will provide associates with training on Duke Realty policies and procedures regarding substance abuse and how associates who wish to obtain substance abuse treatment may do so.

## **5. PROHIBITED SUBSTANCES**

- A. Illegally used Controlled Substances or Drugs: Any illegal drug or any substance identified in Schedules I through V of Section 202 of the Controlled Substances Act (21 U.S.C § 812) and regulations promulgated thereunder and any illegal drug or any substance identified under governing state or local law unless there is a valid, legal prescription. This prohibition includes but is not limited to:
  - i. Amphetamines/methamphetamines - speed, crank, crystal, preludein, bennies.
  - ii. Barbiturates - amobarbital, butabarbital, phenobarbital, secobarbital, downers, red devils, barbs.
  - iii. Benzodiazepines - xanax, ativan, valium.
  - iv. Cocaine - coke, crack, flake, snow.
  - v. Opiates - codeine, heroin, morphine, hydromorphone, hydrocodone.
  - vi. Phencyclidine - PCP, angel dust, wack.
  - vii. Cannabinoids - marijuana, pot, hash.
  - viii. Methadone
  - ix. Propoxyphene - darvocet
  - x. any other drug not approved for medical use by the U.S. Drug Enforcement Administration or the U.S. Food and Drug Administration.

*Illegal use includes use of any illegal drug, misuse of legally prescribed drugs, use of illegally obtained prescription drugs, and use of prescription drugs without a valid prescription in the name of the associate or Covered Person.*

- B. “Designer” drugs: “Designer” drugs are drugs produced by minor modifications in the chemical structure of an existing, scheduled drug that results in a new, unscheduled drug with pharmacological effects similar to an existing, scheduled drug. Examples are Ecstasy (MDMA), Crystal Meth (methamphetamine), China White, Rush, GHB (gamma hydroxybutyrate), and Ketamine.
- C. Inhalants: The purposeful inhalation of chemical vapors to achieve an altered mental or physical state. Examples are volatile solvents such as thinner, gasoline, correction fluid, felt-tip markers, nail polish and remover, and glue; aerosols such as paint, deodorant, hair products, cooking products, and fabric protector; gases such as nitrous oxide; and nitrites such as cyclohexyl nitrite, amyl nitrite, and butyl nitrite.
- D. Legal Drugs in Certain Circumstances: The use of any substance which carries a warning label indicating that mental functioning, motor skills, or judgment may be adversely affected must be reported to Duke Realty supervisory personnel before performing safety-sensitive duties and medical advice must be sought.
- E. Alcohol: Alcohol or any other substance such that alcohol is present in the body while performing work.
- F. Marijuana: Duke Realty recognizes that marijuana has been decriminalized in some states, but remains a controlled substance under federal law. To avoid any confusion, Duke Realty’s policy is that marijuana is considered an “illegal drug,” and thus a Prohibited Substance for purposes of this policy, regardless of whether the associate is employed in a state in which marijuana has been decriminalized for medical or recreational purposes, and regardless of whether the associate has obtained a prescription for medical use of marijuana.

**6. PROHIBITED CONDUCT**

- A. Manufacture, Trafficking, Possession, and Use: Associates and Covered Persons are prohibited from engaging in the manufacture, distribution, dispensing, possession or use of Prohibited Substances while at work or while performing work for Duke Realty. Law enforcement may be notified, as appropriate, where Prohibited Conduct is suspected.
- B. Under the Influence: All associates and Covered Persons reasonably suspected of being intoxicated, impaired, under the influence of Prohibited Substances, or not fit for duty shall be removed from the Duke Realty premises or job site pending an investigation and verification of condition by testing. The term “job site” as used in this Policy shall mean the location at which an associate or Covered Person is working for or on behalf of Duke Realty.
- C. Alcohol Use: No associate or Covered Person should report to duty or remain on duty when that person’s ability to perform is adversely affected or when that person’s breath alcohol concentration is 0.02 or greater. No associate or Covered Person shall use alcohol while on duty. Associates who violate this provision will be subject to disciplinary action; other Covered Persons will be made to leave the Duke Realty job site.

**7. TYPES OF DRUG AND ALCOHOL TESTING**

- A. Post-Accident Testing: A drug and alcohol test will be performed on any associate or Covered Person who is involved in any accident resulting in vehicle or property damage, in loss of life, in an injury requiring medical attention, or in an injury required to be reported under applicable

Occupational Safety and Health statutes and regulations (other than injuries resulting from insect, reptile or spider stings or bites and rashes resulting from exposure to poison ivy, poison oak, and other similar plants) or in any near accident that could have resulted in vehicle or property damage, in loss of life, or in an injury. Post-accident drug and alcohol tests must be conducted as soon as possible after the accident or near accident. Drug tests must be performed within 32 hours after the accident or near accident; alcohol tests must be performed within three hours after the accident or near accident to the extent possible.

- B. Return to duty: associates and Covered Persons who have previously refused to take a drug or alcohol test or have failed such a test shall be tested for prohibited drug or alcohol use before they return to work on a job site. Such associate or Covered Person, once returned to duty, may be administered unannounced follow-up drug and alcohol tests for up to 12 months after the associate's return to duty, provided such testing is permitted by applicable state law.
- C. Reasonable Suspicion Testing: Associates and Covered Persons are subject to a fitness-for-duty evaluation and urine and/or breath testing when there are reasons to believe that drug or alcohol use is adversely affecting job performance. A reasonable suspicion referral for testing will be made on the basis of documented objective facts and circumstances that are consistent with the short-term effects of substance abuse. Examples of reasonable cause include, but are not limited to the following:
  - i. Observable phenomena while working such as direct observation of drug or alcohol use or of the physical symptoms or manifestations of being under the influence of a drug or alcohol;
  - ii. Abnormal conduct or erratic behavior or a significant deterioration in work performance;
  - iii. A report of drug or alcohol use provided by a reliable and credible source;
  - iv. Evidence that an associate or Covered Person has tampered with a drug or alcohol test;
  - v. Information that an associate or Covered Person has caused, contributed to, or been involved in an accident or a near accident while working for or on behalf of Duke Realty;
  - vi. Evidence that an associate or Covered Person has used, possessed, sold, solicited, or transferred drugs or used alcohol while working for or on behalf of Duke Realty.

An associate or Covered Person reasonably suspected of drug or alcohol abuse shall be immediately removed from the Duke Realty premises or job site pending verification of condition by testing.

A written record shall be made of the observations leading to reasonable-suspicion testing within 24 hours of the observed behavior. A copy of such documentation shall be given to the associate or Covered Person upon request, and the original documentation shall be kept confidential.

- D. Pre-employment: Associates being hired to work with tenants or owners that require testing (“Job Applicant”) must submit to pre-employment drug and alcohol testing. The following procedures shall govern pre-employment testing:
  - i. After a conditional job offer is made to a Job Applicant, the Job Applicant will be required to submit to drug and alcohol testing and to execute any permission forms or waivers necessary for such tests.
  - ii. The Job Applicant will have 24 hours to complete the test.
  - iii. Any offer of employment that the Job Applicant receives from Duke Realty is contingent upon satisfactory completion of the test.
- E. Transfer: Any associate assigned to work for a tenant or owner that requires testing (“Transferee”) must submit to drug and alcohol testing. The following procedures shall govern Transfer testing:
  - i. After the transfer offer is made to a Transferee, the Transferee will be required to submit to drug and alcohol testing and to execute any permission forms or waivers necessary for such tests.
  - ii. The Transferee must undergo testing within 24 hours after receipt of notice.
  - iii. The transfer is contingent upon satisfactory completion of the test.

## **8. TESTING VALIDITY PROCEDURES**

- A. Medical Review Officer: Prior to conducting any drug or alcohol testing under this Policy, Duke Realty shall designate a Medical Review Officer (“MRO”) who shall be a licensed physician with knowledge of substance abuse disorders, laboratory testing procedures, and chain of custody collection procedures; who verifies positive, confirmed test results; and who has the necessary medical training to interpret and evaluate an associate’s or Covered Person’s positive test result in relation to that person’s medical history or any other relevant biomedical information. Associates and Covered Persons may consult with the MRO for technical information regarding prescription or nonprescription medications.
- B. Facilities: Drug testing will be performed only by qualified medical facilities:
  - i. certified by the National Institute on Drug Abuse as meeting the mandatory guidelines published at 54 Federal Register 11970 to 11989, April 11, 1988;
  - ii. accredited by the College of American Pathologists under the forensic urine drug testing laboratory program; or
  - iii. licensed to test for drugs under applicable federal, state, or local law.
- C. Collection of Specimen: A specimen for a test may be taken or collected only by:
  - i. a physician, physician’s assistant, registered professional nurse, licensed practical nurse, nurse practitioner, or a certified paramedic who is present at an accident scene; or

- ii. a qualified person employed by a laboratory certified by the National Institute on Drug Abuse, the College of American Pathologists, or certified under applicable federal, state, or local law.

- D. Chain of Custody: The collection facility must adhere to the collection provisions set forth in the regulations published by the U.S. Department of Health and Human Services entitled "Mandatory Guidelines for Federal Workplace Drug Testing Programs," 73 Fed. Reg. 71858, published November 25, 2008, as amended, or as set forth in applicable federal, state, or local guidelines ("Testing Guidelines"). A strict chain of custody will be maintained on the specimen as described in the Testing Guidelines. In the event that a non-designated collection facility must be used, the Duke Realty supervisor contacting the facility must ensure that the facility is properly advised concerning the collection requirements as described in the Testing Guidelines. Record keeping and reporting of all drug testing and results shall be designed to protect the confidentiality of associates and Covered Persons.

## 9. TESTING PROCEDURES

- A. Acknowledgment: Before requesting an associate to undergo drug or alcohol testing, Duke Realty shall provide the associate with a form on which to acknowledge that the associate has received a copy of this Policy and has been informed of the consequences of a positive test or the refusal to be tested.
- B. Relevant Information: An associate or Covered Person will be allowed to record any information he or she considers relevant to the test, including identification of currently or recently used prescription or nonprescription medication or other relevant medical information, and to transmit that information confidentially to the MRO.
- C. Transportation: Appointments for drug and alcohol testing will be coordinated by Duke Realty supervisory personnel. Supervisors will transport individuals to the collection site. If there is concern about an individual's ability to function safely, that individual will be provided transportation to their home after completion of the testing.
- D. Drug Testing Levels
  - i. Initial Test: The initial test shall use an immunoassay that meets the requirements of the U.S. Food and Drug Administration for commercial distribution or requirements under applicable federal, state, or local law. The most current cutoff levels set forth in the Testing Guidelines shall be used when screening specimens to determine whether they are negative for these drugs. These cutoff levels are subject to change as advances in technology or other considerations warrant.
  - ii. Confirmation Test: All specimens identified as positive on the initial test shall be confirmed using gas chromatography/mass spectrometry (GC/MS) techniques using the most current cutoff levels set forth in the Testing Guidelines. These cutoff levels are subject to change as advances in technology or other considerations warrant.

E. Alcohol Testing Levels

- i. Initial Test: The initial test shall be done using an evidential breath-testing device. If the initial test results are less than .02 alcohol concentration, the results are negative and will be reported by the technician administering the test as such. If the initial test results are .02 or greater, a second or confirmatory test must be conducted.
- ii. Confirmation Test: The confirmatory test must be conducted on the same evidential breath-testing device as the initial test. Before the confirmatory test may be given, a minimum of 15 minutes and maximum of 20 minutes must have passed since the initial test was performed. During this period, the associate or Covered Person should avoid any actions that could increase mouth alcohol. The 15-20 minute waiting period is to ensure that the presence of mouth alcohol does not artificially raise the test result. Only the results of the confirmation test shall be reported, irrespective of the results on the initial test. If the results of the initial and confirmatory tests are not identical, the confirmation test result is deemed to be the final test result.

F. Reporting Test Results: The testing laboratory shall report test results to the MRO within five working days after receipt of the specimen by the laboratory. Before any test result is reported (the results of initial tests, confirmatory tests, or quality control data), it shall be reviewed and the test certified as an accurate report by the responsible individual. The results shall state, at a minimum:

- i. The name and address of the laboratory which performed the test;
- ii. The identification of the person tested;
- iii. Positive results on confirmation tests only, or negative results, as applicable;
- iv. a list of the drugs for which the drug analyses were conducted; and
- v. the type of tests conducted for both initial and confirmation tests and the minimum cut-off levels of the tests.

G. Notification of Test Results

- i. Written Notification: The MRO shall provide written notification of a positive test result to the associate or Covered Person.
- ii. Split-sample Testing: Within five working days after receipt of the written notification, the associate or Covered Person may request split sample testing at a separate certified laboratory. This request must be made in writing to the MRO. The cost for transportation and testing of the split sample is the sole responsibility of the associate or Covered Person and must be paid for in advance unless otherwise required by applicable state law.
- iii. Contesting Test Results: The associate or Covered Person will have five working days after receipt of the final written notification to contest or explain



the positive test result. If that contest or explanation is unsatisfactory to the MRO, the MRO shall report the positive test result to Duke Realty.

10. Positive Test/Refusal To Test

- A. An associate or Covered Person who refuses to submit to a drug and/or alcohol test will be considered to have failed the test. Refusal to comply with the request for drug/alcohol testing will be just cause for discipline up to and including termination of an associate and removal of a Covered Person from the Duke Realty premises or job site. Behavior that constitutes a refusal to submit to a test includes, but is not limited to, the following:
- i. Refusal to take the test.
  - ii. Inability to provide sufficient quantities of breath or urine to be tested without a valid medical explanation.
  - iii. Tampering with or attempting to adulterate the specimen or collection procedure or any other action designed to dilute the specimen or otherwise alter the results of the testing.
  - iv. Not reporting to the collection site in the allotted time.
  - v. Leaving the scene of—or failing to immediately report—an accident resulting in vehicle or property damage, in loss of life, in an injury requiring medical attention, or in an injury required to be reported under applicable Occupational Safety and Health statutes and regulations (other than injuries resulting from insect or spider stings or bites and rashes resulting from exposure to poison ivy, poison oak, and other similar plants) or leaving the scene of a near accident that could have resulted in vehicle or property damage, in loss of life, or in an injury.
- B. A positive test is a violation of this Policy. If a positive test is reported, it is understood that the initial test was positive and that a confirmatory test was also positive. Associates or Covered Persons failing a drug test will immediately be removed from the Duke Realty premises or job site, and associates may be disciplined up to and including termination; in addition, associates may forfeit their rights to receive workers' compensation and/or unemployment compensation based on applicable state law.

11. **NOTIFICATION OF CONVICTIONS**

Any associate who is convicted of a criminal drug violation in the workplace must notify Duke Realty in writing within five calendar days of the conviction. Duke Realty will take appropriate action within 30 days of notification.

12. **CONFIDENTIALITY**

Duke Realty will keep the results of all testing confidential and share the information only as permitted by Federal, State or local law.

**13. RETURN-TO-WORK AGREEMENTS AND ASSOCIATE ASSISTANCE**

Following a violation of the Drug-Free Workplace Policy, an associate may be offered an opportunity to participate in rehabilitation. In such cases, the associate must sign and abide by the terms set forth in a Return-to-Work Agreement. Duke Realty offers all associates and their family members, assistance with alcohol and drug problems, including locations of area rehabilitation centers, through the Employee Assistance Program (EAP). The EAP contact number is: 800.311.4327.

**14. CHANGES OR MODIFICATIONS**

Duke Realty reserves the right to change the provisions of this testing procedure. All associates will be notified at least 15 calendar days prior to instituting the changes. Changes required by Federal, State and/or local law will not require advance notification.

**15. CONTACT PERSON**

Questions concerning this Policy may be addressed to:

Ms. Laura Sylak  
Duke Realty  
317.808.6126  
laura.sylak@dukerealty.com

## Exhibit D

### Policy Against Harassment

Duke Realty (the “Company”) is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits unlawful discriminatory practices, including harassment. Therefore, the Company expects that all relationships among persons in the office will be business-like and free of bias, prejudice, and harassment.

It is the policy of the Company to ensure equal employment opportunity without discrimination or harassment on the basis of race, religion, color, national origin, sex, sexual orientation, gender identity, age, disability, veteran status, marital status, genetic information or any other category protected by applicable federal, state, or local laws. The Company expressly prohibits any form of unlawful associate harassment on such bases by managers, coworkers, customers, contractors, vendors, suppliers, or other third parties in the workplace or at any Company location. The Company is committed to having a workplace where civil treatment is an everyday core value.

#### **What is Harassment?**

Harassment is a form of misconduct that impairs morale, undermines the integrity of employment relationships, and causes serious harm to the productivity, efficiency, and stability of our organization. All associates must be allowed to work in an environment that is free from harassment. While it is difficult to define what constitutes illegal harassment under the law, any type of harassing behavior based on race, religion, color, national origin, sex, sexual orientation, gender identity, age, veteran status, marital status, genetic information or any other category protected by applicable federal, state, or local laws is inappropriate in the workplace. Therefore, the Company will not tolerate any behavior that creates an intimidating, offensive, or hostile work environment or that interferes with work performance.

Examples of harassment that may violate the law and will violate this policy include:

- Oral or written communication that contains offensive name-calling, jokes, slurs, negative stereotyping, or threats. This includes comments or jokes that are distasteful or targeted at individuals or groups based on race, color, religion, national origin, sex, sexual orientation, gender identity, age, veteran status, disability, marital status, genetic information or any other basis protected by federal, state, or local laws.
- Nonverbal conduct, such as staring, leering, or giving inappropriate gifts.
- Physical conduct, such as assault or unwanted touching.
- Visual images, such as derogatory or offensive pictures, cartoons, drawings, or gestures. Such prohibited images include those in hard copy or electronic form.

#### **Sexual Harassment**

While all forms of harassment and discriminatory behavior are prohibited, it is the Company’s policy to emphasize that sexual harassment is specifically prohibited. Sexual harassment is a form of harassment that is based on a person’s sex or that is sex-based behavior. For the purposes of this policy, sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. It is also sexual harassment for anyone in a position of authority to tie hiring, promotion,

termination, or any other condition of employment to a request or demand for sexual favors. Although having a consensual romantic relationship with another Company associate is not harassment, harassment may occur as a result of the relationship if either person in the relationship engages in conduct in the workplace that is unwelcome.

### **Inappropriate Behavior**

The Company's goal is to have a work environment where associates all treat each other respectfully and professionally. Any unprofessional or disrespectful behavior, even if not illegal, interferes with that goal and will not be tolerated. The Company reserves the right to respond to inappropriate behavior even when no one has complained or indicated that they have been offended.

### **Individuals and Conduct Covered**

These policies apply to all applicants and associates, whether related to conduct engaged in by fellow associates or by someone not directly connected to the Company (e.g., an outside vendor, consultant, or customer).

Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings, and business-related social events.

### **Reporting Procedure**

The Company requires the prompt reporting of complaints or concerns because early reporting and intervention have proven to be the most effective methods of resolving actual or perceived incidents of harassment and discrimination. Associates who believe they have been the victims of conduct prohibited by this policy or who believe they have witnessed such conduct should discuss their concerns with their immediate supervisor. If an associate is uncomfortable making a report to his or her supervisor for any reason, then they should make a report to the Human Resources department or the General Counsel. Supervisors who receive complaints of harassment will immediately report the complaint to the Human Resources department.

Failure to report or address conduct prohibited by this policy may lead to disciplinary action, up to and including termination.

### **Non-Retaliation**

The Company does not tolerate retaliation against any individual who reports discrimination or harassment or who participates in an investigation of such reports. Any individual subject to this policy who retaliates against another associate for reporting alleged inappropriate or discriminatory behavior or anyone who interferes with an investigation or proceeding relating to a complaint of harassment, discrimination, or any other inappropriate behavior will be subject to disciplinary action, up to and including termination.

### **Investigation Process**

It is the policy of the Company to promptly and thoroughly investigate all reports of harassment, discrimination, or retaliation. The investigation may include individual interviews with the parties involved and, where necessary, individuals who may have observed the alleged conduct or may have other relevant knowledge. Confidentiality will be maintained throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action.

## **Sanctions**

If, following a complaint of discrimination, harassment, or retaliation, an investigation reveals that inappropriate behavior has occurred, the associate who has violated this policy will be subject to appropriate sanctions or penalties. The sanction or penalty administered under this policy will depend on all circumstances, including the offending associate's prior work record and the specifics regarding the nature of the violation. It should be understood that suspension and termination of employment may be the penalty administered to associates who violate the policy.

## **Personal Relationships in the Workplace**

The Company respects the privacy of its associates' personal lives. At the same time, the prevention of harassment and discrimination in the workplace is taken very seriously by management and is given the priority that it deserves. It is in everyone's interest in our workplace to avoid unwelcomed conduct of a sexual nature, discrimination or favoritism, and the adverse impact on overall productivity that can accompany dating and romantic relationships between associates.

Associates are discouraged from becoming romantically involved with other associates. Associates are prohibited from engaging in romantic relationships with anyone in their direct report chain.

In the event that a dating and/or romantic relationship between a coworker and supervisor and/or member of management has been initiated, the Chief Human Resources Officer should be advised.

## Exhibit E

### Diversity and Inclusion Policy

Diversity and inclusion are important strategic initiatives at Duke Realty Corporation (the “Company”) involving our associates, our customers, our suppliers, the communities in which we do business and our shareholders.

As our work force and customer base continues to become more diverse, our challenge is to understand and value individual differences and similarities of our associates, customers, suppliers and members of the community. Our behaviors and actions must demonstrate and confirm our respect for each other and each other’s contributions.

The Company’s commitment to diversity and inclusion includes organizational processes that are “inclusionary” rather than exclusionary, and which create an environment for contributions by everyone.

Our expectation is that by responding in positive and proactive ways to diversity issues, we will be better prepared for our long-term future through continued commitment of our associates, ongoing and successful relationships with existing and potential customers, suppliers and community partners and continued investment from existing and prospective shareholders.

The Company, recognizing the very broad nature of the term “diversity,” offers the following examples of the many dimensions of diversity:

- Age and experience
- Culture (individual, group, global)
- Economic status
- Education and training
- Gender
- Sexual orientation
- Marital and family status
- Gender identity
- Personal style
- Disabilities
- Race, nationality and ethnicity
- Religion
- Veteran and active armed service status

To reinforce the Company’s commitment to diversity and inclusion in our daily work, all Company activities, policies, practices and procedures are to be carried out in accordance with this policy. Each associate is personally responsible and accountable for ensuring that her/his actions and behaviors reflect this policy.

## Exhibit F

### Corporate Information Technology Policy

#### **PURPOSE**

The technology infrastructure of Duke Realty Corporation (the “Company”) provides the computer-based telephone systems, desktop computers, laptop computers, tablets, Company-owned cell phones, software, servers, networks, e-mail, and Internet access to enable Company associates to perform their duties and fulfill their responsibilities. These systems are generally open and have broad potential for use and misuse and require corporate information technology policies to govern their use.

#### **COMPANY EQUIPMENT AND SOFTWARE UTILIZATION**

Company-provided equipment is a Company asset to facilitate Company business. Associates are prohibited from sharing network log-ons and passwords that permit access to the Company’s network systems with anyone for any purpose. Company equipment is not to be modified and/or enhanced by the user in any way. The Company has licensed software for business purposes only. Copying software for home or any other use is in violation of the license and copyright laws and is illegal.

Associates should take reasonable precautions to prevent unauthorized access to Company-owned mobile devices. Associates must store these devices in a secure location when not in use and not leave these devices out in the open, unattended, particularly when traveling. In addition, with the exception of emergency dialing, associates are required to use screen lock security to gain access to these devices. Passwords/pins must be a minimum of four characters. If the device is not pin/password capable, a pattern lock must be used. When downloading mobile apps, associates may only use trusted sources such as the Apple App Store or Google Play. Associates must also ensure timely installation of software updates; both operating system and applications.

Associates must report lost, stolen, or compromised devices to the IT Department within 24 hours. Upon notification to the IT Department, the Company reserves the right to send a remote wipe command to such devices.

#### **ELECTRONIC COMMUNICATION**

There are several considerations that associates should bear in mind when communicating electronically using e-mail, instant messaging, voice messages, and telephones:

- Electronic communications can be forwarded to additional and unintended recipients without the knowledge of the original sender. In addition, they can be easily altered and forwarded to others in their modified form.
- Electronic communications and access to and information obtained from the Internet can create a permanent record, and deleting an electronic communication message does not assure that the message has been eliminated or that it and attached information cannot be retrieved by other means.

- Electronic communications, despite their medium, should be considered Company “documents” for all intents and purposes. They are, as a result, subject to document subpoenas in both civil litigation and criminal investigations and, once created, are generally subject to the Company’s Records Management Guidelines.
- All records of electronic communications transmitted through or stored on the Company’s electronic systems are the property of the Company and may be inspected, copied, disclosed and otherwise used by the Company acting through its appropriate representatives at any time and for any purpose it sees fit. **NO ASSOCIATE SHOULD HAVE ANY EXPECTATION OF PRIVACY WITH RESPECT TO ANY ELECTRONIC COMMUNICATIONS TRANSMITTED THROUGH OR STORED ON THE COMPANY’S SYSTEMS.**

As a general rule, never transmit messages electronically that you do not want individuals other than your intended recipient to see.

In addition, in order to keep electronic communications sent on behalf of the Company secure, associates must adhere to the following guidelines:

- Personal e-mail accounts, personal video conferencing accounts (i.e., Google Hangouts, Skype, etc.), text messaging, or similar services cannot be used to conduct business on the Company’s behalf.
- Confidential, private or sensitive Company data can be stored on approved Company storage locations only.
- Third party and public wireless networks not owned by the Company should be used with caution. Confidential, private or sensitive Company data must not be sent or shared across such networks unless a secure connection (VPN, Direct Access) is first established.

Questions or concerns pertaining to electronic communications should be directed to your manager or the General Counsel.

### **CLOUD STORAGE AND FILE SHARING**

- OneDrive for Business is the only Company authorized platform for mobile device document synchronization. Associates may not use any other platforms (Box, Dropbox, Google Docs, iCloud, etc.) for synchronizing Company documents to mobile devices. When sharing with outside parties, other document sharing platforms (Box, Dropbox, Google Docs, etc.) may only be used when required by the third party.
- Confidential Information regarding current transactions, including acquisitions, dispositions, build-to-suits, speculative development, leasing, construction and property management transactions, may be placed on OneDrive and synchronized with mobile devices. Document links may only be shared with third parties who have entered into an appropriate confidentiality agreement. Documents and links should be removed when no longer needed or once the transaction is executed.
- Notwithstanding the foregoing, the following confidential information is prohibited from being placed on OneDrive and any other document sharing platforms required by a third party:
  - Associate personal information such as name, home address, home phone number, social security number, bank account numbers, health information, and compensation;
  - tenant bank account numbers, health information and compensation; and
  - any lawsuit related matters.



## **INTERNET UTILIZATION**

Access to the Internet is a Company resource to facilitate Company business. The Company can and may monitor Internet access. The Company may also restrict access to certain non-business categories of web sites. Any suspected or reported abuse of this service including excessive non-business use is against Company policy.

## **COPYRIGHT**

Photocopiers and e-mail make it increasingly easier to distribute copyright protected materials. Care must be taken to ensure the copyright protected material is not inadvertently distributed. Associates should pay particular attention to copyright notices on printed and electronic material. These notices are to be adhered to and not ignored. It is Company policy to obtain proper permission before using any copyrighted material. Some material may not have a notice but is still covered by copyright law. If you are unsure of the copyright status of a document, research it thoroughly or do not use it.

## **PERSONAL USE**

Occasional personal use of e-mail, the Internet, and the phones is permissible but must comply with all aspects of this policy. Company technology resources and services are provided to conduct Company business and is a privilege, not a right. Misuse of technology resources and services impacts associate productivity and increases Company costs. Misuse may result in restriction or termination of privileges. Serious abuse may result in disciplinary action up to and including termination of employment.

## Exhibit G

### Workplace Security Policy

Duke Realty Corporation (the “Company”) believes a safe work environment is essential to the well-being of our associates. Nothing is more important to the Company than the safety and security of its associates. Threats, threatening behavior, or acts of violence against associates, visitors, guests, or other individuals by anyone on Company property will not be tolerated.

Any person/associate who makes substantial threats, exhibits threatening behavior, or engages in violent acts on Company property shall be removed from the premises as quickly as safety permits, and shall remain off the premises pending the outcome of an investigation. If an associate has violated this policy, the outcome may include suspension, termination of employment and/or criminal prosecution of the person or persons involved.

#### **REPORTING VIOLATIONS**

All associates should immediately report to their supervisor and the Human Resources Department any threatening behavior that they witness, are subjected to or of which they have knowledge. The Human Resources Department will investigate any suspected incident of violent or threatening behavior and take appropriate action. No associate shall be subject to retaliation or retribution of any kind for reporting a suspected incident of workplace violence.

The Legal Department should be notified in situations where law enforcement officials are involved. Call your immediate supervisor or a Security Response Team member if you need assistance.

#### **EMERGENCIES**

Associates should seek shelter/safety immediately and call 911. All associates should notify their supervisors and the Human Resources Department as soon as possible with any and all concerns for their safety or the safety of others at their workplace.

#### **WEAPONS**

Weapons are prohibited on Company property, except in locked vehicles parked on Company property to the extent permitted by applicable state law. Weapons include, but are not limited to, guns, knives of any kind with blades over four inches in length, ammunition, explosives and any chemical whose purpose is to cause harm to another person. The only exceptions to this prohibition are law enforcement officers and/or security personnel hired by the Company. Associates should immediately report to their supervisor and the Human Resources Department any violation of this policy.

Associates should notify Margaret English in the event they believe the prohibition on weapons is inconsistent with the laws of their state.

#### **PROTECTIVE OR RESTRAINING ORDERS**

Associates who obtain a protective or restraining order against another individual, listing Company locations as protected areas, must provide a copy of the order to the Human Resources Department. Associates are expected to comply with the terms of the restraining order.

## **CONFIDENTIALITY**

**All investigations will be kept confidential with information provided to only those who need to know. The associate reporting the violation, witnesses and those investigating the incident are expected to keep the information confidential to allow the investigation to occur smoothly and efficiently.**

## Exhibit H

### Records Management Guidelines

#### INTRODUCTION AND STATED PURPOSES

These Records Management Guidelines (the “Guidelines”) of Duke Realty Corporation (the “Company”) establish the procedures that all Company associates must follow regarding the maintenance, retention and destruction of records, reports, contracts, agreements, correspondence, memoranda, microfilm, microfilm photographs, electronic data, e-mail messages, and other documents in whatever form maintained that is generated by associates in connection with the Company’s business (“Records”). The purpose of the Guidelines is to establish the procedures for identifying, retaining, protecting, storing and disposing of the Records. The primary goal of the Guidelines is to retain all documents that the Company is legally required to maintain, as well as any other documents that should be maintained for a designated period of time because they are likely to continue to be important to ongoing business efforts and to protecting the Company’s interests. A secondary, but important, purpose of the Guidelines is to reduce storage costs by discarding Records that the Company is not required to maintain, and the retention of which is no longer useful to the operation of the Company.

Good record keeping is the responsibility of every associate. All associates are responsible for ensuring that Records maintained by them are properly identified, retained, transferred, and disposed of in accordance with these Guidelines.

Compliance with these Guidelines is of the highest importance to the Company. Noncompliance can lead to legal, regulatory, and cost-control issues for the Company.

## **GENERAL DIRECTIONS**

Each associate has responsibility for maintaining his or her Records in accordance with the retention periods designated in the section of the Guidelines entitled, "Guidelines for Retention of Specific Documents or Records." In addition, upon a determination that a Record can be destroyed, associates should evaluate whether it contains confidential or sensitive information such as personal data. Confidential or sensitive information should be disposed of by shredding.

Each Department should have an associate who will act as his or her Department's coordinator for compliance with the Guidelines (the "Department Coordinator"). This does not, however, relieve each associate of the obligation to learn and apply the Guidelines regarding all Records within his or her custody. Each Department Coordinator will work to remain current on the implementation of, and revisions to, the Guidelines in order to be a resource for others in his or her Department. The Company-wide Records Management Coordinator, as designated from time to time by the General Counsel, will communicate from time to time with the Department Coordinators to inform them of important information related to compliance with the Guidelines and to coordinate Company-wide projects related to the Guidelines. The Records Management Coordinator also will be available to answer questions from the Department Coordinators about the Guidelines that may arise in the course of each Department's efforts to comply with the Guidelines.

## **GUIDELINES**

The Guidelines are intended to make certain that:

- All Records are retained for the period required by applicable laws and regulations.
- All Records are properly identified prior to storage and appropriately safeguarded to ensure the efficient and cost effective retrieval of such Records.
- Destruction of Records takes place only in compliance with these Guidelines in order to avoid the inference that any document was destroyed prematurely, improperly, or in anticipation of a specific problem.
- Documents subject to litigation holds are maintained as required.
- The privacy and security of Records is assured.

## **ELECTRONIC DATA AND COMMUNICATIONS**

The following guiding principles have been established to promote the effective capture, management and retention of electronic data, electronically stored communications and e-mail messages used by the Company:

All Records that are electronically stored or electronically transmitted by any associate (“Electronic Data Records”) shall remain the property of the Company and are subject to monitoring by the Company. As a result, there should be no expectation of privacy by any associate. Electronic Data Records include, but are not limited to, e-mail messages, voice messages, metadata and other data, documents or media type materials created or generated through the use of computer-based programs or systems.

### **E-MAIL MESSAGES**

An electronic mail (e-mail) message is comprised of the following components: textual message, metadata (To, From, Subject, Time, Date, System, etc.), and attachments. Generally, e-mail messages are not Records because they are temporary communications that are non-vital and may be discarded routinely. However, e-mail messages determined by associates to be Records should be properly preserved and disposed of as specified in the section of the Guidelines entitled, “Guidelines for Retention of Specific Documents or Records.” If an e-mail is subject to a litigation hold, it should not be deleted regardless of whether it is determined to be a Record.

Associates should manage their e-mail messages as follows:

- If the e-mail message is a not a Record, it should be deleted from the Inbox.
- If the e-mail message contains information that is needed for business purposes, it should be placed in a folder or sub-folder to the mailbox that is designated for periodic review, such as a “business critical” folder, and disposed of when no longer needed.
- If the e-mail message is a Record or extremely critical, it should be saved as an “.msg” file and placed in an appropriately named folder in the applicable drive, such as the department drive.
- If the e-mail is subject to a litigation hold, it should be saved according to the instructions of the Legal Department.

The Company has developed standards related to the automatic deletion of all e-mail messages (e.g., messages saved under Inbox, Sent Items, Deleted Items, etc.). The Company will automatically delete e-mail messages in the Inbox after one year. The Company will automatically delete e-mail messages in the Sent Items folder and the Deleted Items folder after 30 days. The Company will automatically delete calendar appointments older than 18 months and attachments on calendar appointments older than 90 days. If your calendar items require longer retention, you are encouraged to archive such calendar items prior to the automatic 18-month purge. The Company may automatically delete any other e-mail messages from the system after two years. In addition, the Company will delete phone and instant messenger logs that are saved in the Conversation History folder of your mailbox after 14 days.

## **BACKUP OF ELECTRONIC DATA AND COMMUNICATIONS**

The following is a summary of backup procedures for all forms of Electronic Data Records:

	<b>Type of Electronic Data</b>	<b>Backup Frequency</b>	<b>Storage Retention</b>
<b>Category 1</b>	Exchange Data E-mail messages, including messages in "business critical" folders Calendar Appointments Calendar Attachments	N/A <sup>1</sup>	N/A
<b>Category 2</b>	Database Data and all other electronic data	Subject to nightly backups to electronic storage media.	Subject to end-of-the-month backups and storage at secured remote off-site facility for 12 months.

After the applicable 12-month period has expired as provided above, the electronic media containing the Electronic Data Records and metadata are removed from the off-site facility and reused.

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<sup>1</sup> There is no formal backup of e-mail messages, but deleted items are kept for 60 days on the exchange server prior to permanent deletion.



## LITIGATION, LEGAL, AND TAX AUDIT HOLDS AND CLEARANCES

From time to time, the Company, like virtually all companies, receives subpoenas, document requests, and other types of official requests for specified Records. It is the Company's policy to comply fully with all such lawful requests. Additionally, the Company has a duty to preserve relevant records if it is involved in litigation or a government investigation, or if it reasonably anticipates litigation or an investigation.

To determine whether a particular request is proper and to oversee compliance with appropriate requests, our Legal Department must review all requests as soon as possible after the Company receives them. If you receive any request for documents or records, or any other legal pleading or filing, you should immediately forward it to the market attorney assigned to that market in the Legal Department. These types of requests typically have firm deadlines and preservation requirements associated with them. Missing these deadlines or failing to preserve certain documents could potentially result in fines, penalties, and other costs being assessed against the Company. Your attention to the prompt transmission of these requests to the Legal Department is, therefore, critically important.

Once the Legal Department determines that the Company is required to locate and preserve certain records, the Legal Department will contact the appropriate persons to put a "hold" on the types of records. As a result, any retention procedures under these Guidelines that might otherwise apply to these documents will be suspended. In some cases, requests may be so broad that all or virtually all Departments may be required to undertake a search for responsive records. In those cases, the Legal Department may circulate Company-wide "litigation hold" memoranda to alert associates to the need to collect and maintain certain documents.

It is very important that each associate become familiar with these requests and fully implement the Legal Department's directives. If you ever have a doubt about whether a Record in your custody is responsive to one of these requests, you should discuss it with the Legal Department as soon as possible.

Similarly, on occasion, the Company may undergo tax audits by the Internal Revenue Service (or potentially state tax authorities). Such audits will require that documents relevant to the audit be placed on "hold" and not discarded or destroyed pursuant to these Guidelines. As with litigation holds, the Legal Department, working in conjunction with the Accounting and Tax Departments, will contact the appropriate Departments that may possess relevant documents.

Some types of documents are particularly likely to be required in a tax audit. Those types are marked in the retention period schedules under "Tax Records." Before assigning any destroy date to those documents, make certain you obtain the prior approval of the Records Management Coordinator.

Once the legal requirement expires (both in the litigation and audit contexts), the Legal Department will notify the Departments maintaining such documents that the request has been "cleared." Once the need to maintain documents for legal or audit purposes has passed, the retention practices and procedures outlined in the Guidelines will once again apply to these materials.

## **OFF-SITE STORAGE AND RETRIEVAL PROCEDURES FOR PHYSICAL RECORDS**

Before packing physical Records for off-site storage, be sure to take the following steps:

- Remove Records from pendaflex folders, three-ring binders, and other bulky binding mechanisms if appropriate.
- Discard all Records that are no longer required to be maintained and any materials that are not Records.
- Identify and separate Records to be stored according to different retention periods under the Guidelines.
- Pack Records with the same retention period together in boxes of a type approved by the Company's off-site storage contractors. Do not include Records with different retention periods in the same box.
- Create an inventory of the materials in each box so that there is an accurate list of its contents.
- Identify the materials in each box by, for example, labeling each box with a bar code associated with the inventory for that box or other similar labeling system.
- Make sure that either the inventory or label for the box includes the Department name, Record description, storage date, and destroy date.
- Do not send to off-site storage any Records that are or may potentially be subject to a litigation or audit hold without first obtaining approval from the Legal Department.

## GUIDELINES FOR RETENTION OF SPECIFIC DOCUMENTS OR RECORDS

Records should be retained for the following retention periods. Unless otherwise specified, retention periods begin on the effective date set forth in the Record.

### A. CORPORATE RECORDS

	<b>Document Type</b>	<b>Retention Period</b>
1.	Records of incorporation, corporate charter, articles of incorporation, by-laws and amendments thereto for the Company, subsidiaries, partnerships and joint ventures (including the partnership or joint venture contracts)	Permanent for active entities; discard for entities that have been dissolved after 7 years
2.	SEC Forms 3, 4 and 5	Permanent
3.	Notices of Board of Director/Committee meetings and agendas	Permanent
4.	Qualification to do business in states and related records	Retain as long as the entity is qualified in the state
5.	Corporate seals	Permanent
6.	Stock certificates	Permanent
7.	Cancelled stock certificates	6 years plus review by Legal Department
8.	Stock transfer and shareholder records	Permanent
9.	Change of address notices and other general correspondence from shareholders	1 year
10.	Dividend records	Permanent
11.	Minute books of corporate and subsidiary Boards, Board committees and shareholder meetings	Permanent
12.	Annual reports, quarterly reports and proxy material	6 years
13.	Shareholder proxies except for those related solely to the election of directors	6 years
14.	Proxies for election of directors	10 years
15.	Shareholder lists for annual or special meetings	3 years
16.	Mailings to shareholders	Indefinite. Review every 5 years
17.	Due diligence files in connection with securities offerings, mergers or acquisitions	10 years after closing of transaction
18.	Filings with SEC (10-K, 10-Q, 8-K), conformed copy	7
19.	Securities registrations	7
20.	Reorganization records	7
21.	Legal and tax opinions in connection with securities offerings, mergers or acquisitions	Permanent
22.	Patent, copyright and trademark applications	10 years after expiration or termination
23.	Patents, copyright and trademark registrations	Permanent

## B. GENERAL ACCOUNTING AND FINANCE

	<b>Document Type</b>	<b>Retention Period</b>
1.	Accounting procedures	7 years after superseded
2.	Annual audited financial statements	7 years
3.	General and private ledgers	7 years
4.	General journals and other posting & control media subsidiary to the General Ledgers	7 years
5.	Annual audit workpaper package	7 years
6.	Monthly financial statements	7 years
7.	Annual financial statements	7 years
8.	Original copies of accounts payable invoices and associate expense reports: a) Normal trade payables b) Freight bills	7 years 4 years
9.	Accounts receivable records (sales registers, sales invoices, shipping orders, debit and credit memos, ledger cards and accounts receivable runs, cash receipts)	4 years
10.	Accounts payable records (payable register, vouchers paid, except capital, debit and credit memos, check requisitions, cash disbursement runs, commissions payable, check registers, receiving reports)	7 years
11.	Cost accounting records	7 years
12.	Expense reports	7 years
13.	Cost sheets	4 years
14.	Cost statements	4 years
15.	Donations	4 years
16.	Petty cash records	4 years
17.	Travel expenses	4 years
18.	Annual plans and budgets	4 years
19.	Department budgets	4 years
20.	Strategic plans	4 years after termination of plan period
21.	Census bureau and other government surveys	7 years
22.	Uncollectible accounts	10 years
23.	Wire transfer records	7 years

## C. PROPERTY ACCOUNTING

	<b>Document Type</b>	<b>Retention Period</b>
1.	Depreciation schedules	7 years
2.	Maintenance & repair, building	7 years
3.	Maintenance & repair, machinery	7 years
4.	Acquisition accounting records	7 years
5.	Capital asset records	7 years
6.	Fixed asset records	7 years
7.	Material transfer files	7 years

8.	Mortgage payments	7 years
9.	Property detail records	7 years
10.	Property inventory	7 years
11.	Property sold	7 years
12.	Recovery calculations	7 years
13.	Uncollectible accounts	10 years
14.	Property budgets (revenue, expense, capital, etc.)	7 years

#### D. TAX RECORDS

General principle – All corporations required to file a tax return of any kind must keep books of account or records as are sufficient to establish the amount of gross income, deductions, credits or other matters required to be shown in any such return. These documents and records shall be kept for as long as the contents thereof may become material in the administration of federal, state and local income, franchise, and property tax laws. The Company shall keep sufficient records to prove its cost basis and to compute its earnings and profits permanently.

	<b>Document Type</b>	<b>Retention Period</b>
1.	Audit reports and tax rulings	Permanent
2.	Tax returns (federal income, state income, franchise, property, and all other state and local returns)	Permanent
3.	Tax bills, receipts and statements	7 years
4.	Tax workpaper packages – originals	Permanent, operating division copies to be retained for 7 years
5.	Real estate/tax bills	7 years
6.	Payroll tax records	7 years
7.	Sales and use tax records	7 years
8.	Excise tax records	7 years
9.	Personal property bills	3 years
10.	Claims and refunds	7 years
11.	Compensation records (stock option, long-term incentives and deferred compensation)	Determined by the Tax Department from time to time in accordance with applicable law

#### E. TREASURY RECORDS

	<b>Document Type</b>	<b>Retention Period</b>
1.	Correspondence evidencing cancellation of bonds	7 years
2.	Loan statements <sup>2</sup>	7 years
3.	Lien releases	7 years after payoff

<sup>2</sup> Only loan statements for one month of each year need to be retained for the required 7 years.

## F. BANK RECORDS

	<b>Document Type</b>	<b>Retention Period</b>
1.	Bank statements	3 years
2.	Bank reconciliations	7 years
3.	Deposit slips	3 years
4.	Remittance statements	7 years
5.	Cash receipt journal	7 years
6.	Canceled checks	7 years
7.	Superseded authorized check signers list	7 years

## G. PAYROLL DOCUMENTS

General principle – Payroll documents and supporting data shall be kept in such a manner that the Company can prove that it has fulfilled its responsibilities under the Wage and Hour Rules of the Department of Labor, as well as the Walsh-Heasley Act.

	<b>Document Type</b>	<b>Retention Period</b>
1.	Associate earnings record	7 years
2.	Labor distribution cost records	7 years
3.	Payroll registers (gross and net)	7 years
4.	Unclaimed wage records	6 years
5.	Associate deduction authorizations	6 years after termination
6.	Assignments, attachments and garnishments	3 years after payment or settlement
7.	Timecards and sheets	3 years
8.	Health & Welfare reports & payments	7 years
9.	Associate compensation rates	3 years
10.	Form W-4 and all withholding authorizations	6 years after termination
11.	Forms W-2	7 years
12.	Unemployment tax records & returns	7 years
13.	Withholding tax records (Federal, State & FICA)	7 years
14.	Payroll reports to federal, state and municipal agencies	7 years after due date of tax or payment of tax, whichever is later

## H. PERSONNEL

	<b>Document Type</b>	<b>Retention Period</b>
1.	Group disability plan records – claims and enrollment cards	6 years after termination
2.	Associate group insurance cost data	6 years
3.	Stock purchase plan applications, withdrawal, termination and distribution	6 years after termination
4.	FMLA and leave of absence records	6 years after termination
5.	Independent contractor agreements	3 years after term
6.	Consulting contracts	3 years after term
7.	Employment contracts (after termination)	6 years after termination

	<b>Document Type</b>	<b>Retention Period</b>
8.	Employment letters/contracts	6 years after termination
9.	Personnel records, including individual attendance records, application forms, performance evaluations, termination papers, exit interview records, withholding information, garnishments, test results (individual), long-term disability and group life, etc. of associates (including seasonal and temporary employees)	6 years after termination
10.	Attendance records (general) to be maintained by the Departments who require them	3 years
11.	Job descriptions	3 years after superseded
12.	EEO-1 and EEO-2 employer information reports	2 years after superseded or filing, whichever is longer
13.	Resumes (non-hired applicants)	2 years
14.	Applications (non-hired applicants) to be retained by the Department who uses them	2 years
15.	Immigration Reform and Control Act (Form I-9)  **Should not be stored with associate's personnel file.	3 years after date of hire or 1 year after associate separation, whichever is later
16.	Tuition reimbursement applications	6 years after termination
17.	Unemployment compensation claims	2 years
18.	Retirement records (after final payment made to last beneficiary)	6 years after final payment to beneficiary
19.	Retirement and pension plans	Permanent
20.	401(K) Plan records	6 years
21.	Benefits Committee records	6 years
22.	Correspondence with employment agencies and advertisements for job openings	1 year from date of hiring decision
23.	Wage and salary surveys	2 years
24.	Group life insurance records – claims and enrollment cards	6 years after termination
25.	Associate relocation records	3 years
26.	Associate handbooks (including all Summary Plan Descriptions)	7 years
27.	Background checks	3 years (where decision to hire affected) 1 year (where decision to hire is unaffected)
28.	Affirmative action documentation	3 years

## I. INSURANCE RECORDS

	<b>Document Type</b>	<b>Retention Period</b>
1.	Policies: a) Workers compensation b) Product liability c) Umbrella d) Property e) Fidelity & crime f) General liability g) Other 3 <sup>rd</sup> party	20 years after expiration
2.	Certificates a) Issued on behalf of Company b) Issued to Company	3 years Permanent
3.	Group insurance plans for active associates	Until plan is amended or terminated
4.	Insurance Register (including records of insured property)	10 years
5.	Audits or adjustments	2 years after final adjustment
6.	Claims filed (including correspondence, medical records, injury documentation, etc) a) Workers compensation  b) Product liability  c) 1 <sup>st</sup> party  d) Other 3 <sup>rd</sup> party  e) Automobile liability (except minor claimant) f) Freight g) Fidelity bonds (after termination)	10 years after close  Open – no litigation, 5 years after last correspondence or contact with claimant  5 years after last correspondence or contact with insurer  5 years after last correspondence or contact with 3 <sup>rd</sup> party  10 years  5 years  3 years
7.	Release/settlements	25 years
8.	Inspections	3 years
9.	Loss runs	10 years
10.	Annual loss summaries	10 years
11.	Journal entry support data	7 years



**J. SAFETY, RISK MANAGEMENT AND ENVIRONMENTAL DOCUMENTS**

General principle – The Company must keep all documents in relation to associate and public health and safety for such periods as will enable it to demonstrate compliance with an applicable regulation or standard. These standards and regulations are in a state of continual expansion and change. Following is a current list of widely applicable rules:

	<b>Document Type</b>	<b>Retention Period</b>
1.	Records related to each occupational injury or illness, including the annual summary and other OSHA forms (including OSHA 300 Log, 300A Summary and SHA Form 301)	5 years
2.	Drug screening test	3 years (positive results) 1 year (negative results)
3.	Judicial, administrative and compliance documents/reports	Indefinite; review every 5 years
4.	Workers' compensation	Indefinite – Review every 10 years
5.	Records showing associate exposure to potentially hazardous substances	Permanent (or 30 years after termination of all affected associates)
6.	Business continuity plans and supporting materials	3 years
7.	Safety drills/disaster recovery exercise	6 years after date of drill or exercise
8.	Security recordings	30 days after date of recording
9.	Building access documentation	6 years after termination of access

**K. LITIGATION/CLAIMS MATTERS**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Affirmative action complaint files	6 years after matter is inactive
2.	Harassment and discrimination complaint files	6 years after matter is inactive
3.	Complaints	1 year after matter is inactive
4.	Court case files	1 year after matter is inactive
5.	Court records	1 year after matter is inactive
6.	Depositions	1 year after matter is inactive
7.	Disputes	1 year after matter is inactive
8.	Exhibits	1 year after matter is inactive
9.	Grievances	6 years after matter is inactive

10.	Litigation files	1 year after matter is inactive
11.	Settlement agreements	Permanent

**L. GENERAL**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Books, professional periodicals, published reports, etc.	Review annually for usefulness and discard obsolete material
2.	Charitable contribution records	7 years
3.	Consultants reports	2 years
4.	Major corporate and division policy and procedure manuals	Originating department – Permanent; Receiving departments - current version
5.	Major speeches by corporate officers	4 years; thereafter review for historical value
6.	Material of historic value (pictures, publications, etc)	Case-by-case determination. In custody of archives or marketing department
7.	Project files not otherwise classified	Review at close of project
8.	Trade association materials	Review annually for usefulness
9.	Ethics materials (including reports of violation)	Indefinite. Review every 5 years
10.	Records Management a) Records management forms (indicating data needed to control records in storage) b) Records management forms (indicating authorization and destruction dates) c) Vital records master listings	Until records destroyed  10 Years  Until superseded
11.	Work papers including drafts of documents or minutes of meetings, research notes, and similar written Records generated while working on a particular project	Until no longer deemed useful

**M. CONTRACTS<sup>3</sup>**

	<b>Document Type</b>	<b>Retention Period</b>
1.	General contracts	6 years after expiration or termination
2.	Merger contracts	Permanent

<sup>3</sup> Service contracts such as for technological services or investor services should be kept only by the department responsible for the contract. Construction contracts should be kept by the Construction Department and are categorized under “Construction Records.”

3.	Purchase and sale contracts (other than real property)	6 years after expiration or termination
4.	Original equipment purchase contracts	Indefinite; review every 3 years
5.	Employment contracts	6 years after expiration or termination
6.	Property improvement contracts	6 years after expiration or termination
7.	Purchase and sale contracts (real property)	Permanent storage for properties acquired; 5 years after expiration, termination or disposition
8.	Closing documents: deeds, easements, bill of sale, assignments, etc.	Permanent storage for properties acquired and currently owned; 5 years after expiration, termination or disposition
9.	Promissory notes or copies of promissory notes when the Company or one of its subsidiaries is the borrower	10 years after satisfaction
10.	Other loan documents: mortgages, security agreements, guaranties, etc.	Permanent storage for properties acquired and currently owned; 5 years after expiration, termination or disposition
11.	Leases and related correspondence and documents	10 years after expiration or termination
12.	Commission agreements	10 years after expiration or termination
13.	Vendor contracts	6 years after expiration or termination
14.	Proposals and requests for proposals, offering memoranda, letters or intent and other Records relating to matters where no contract results	3 years

**N. REAL ESTATE ACQUISITION AND DISPOSITION RECORDS**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Acquisition due diligence	Permanent until sold
2.	Disposition due diligence	Longer of 1 year or the longest period required by a representation and warranty (except for development services items, which are permanent, see O.2)
3.	Financing due diligence	5 years after satisfaction
4.	Legal opinions and tax opinions related to real estate acquisitions and dispositions	Permanent
5.	Acquisition working files created by non-legal personnel	Retain for one year after termination for

		transactions that did not close; permanent storage of reports and documents generated during due diligence. Destroy working files and drafts upon closing or termination.
6.	Disposition working files created by non-legal personnel	Retain due diligence documents and reports for one year after termination or closing; if a representation or warranty period is longer than one year, retain all documents relating to representations and warranties given under the contract for the longest warranty period in the contract. Destroy working files and drafts upon closing or termination.

**O. CONSTRUCTION RECORDS**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Development services files on land due diligence for potential land acquisitions which are not acquired	5 years
2.	Development services files on land due diligence for acquired land and land dispositions	Permanent
3.	Preconstruction files on potential deals which do not become construction projects	5 years
4.	Preconstruction files, estimating and bidding documents, and correspondence applicable hereto	14 years from date of substantial completion (*)
5.	Construction contracts, subcontracts, purchase orders, change orders and correspondence applicable thereto	14 years from date of substantial completion (*)
6.	Architectural, engineering and consultant agreements	14 years from date of substantial completion (*)
7.	Construction drawings, specifications and record drawings	14 years from date of substantial completion (*)
8.	Field daily construction reports and field safety documentation	14 years from date of substantial completion (*)
9.	Testing and inspection records/documents	Permanent
10.	Warranty records and documents, operations & maintenance manuals	14 years from date of substantial completion (*)

11.	Construction permits, governmental agency inspection reports, occupancy certificates and correspondence applicable hereto	14 years from date of substantial completion (*)
12.	Construction general correspondence, submittals and shop drawings	14 years from date of substantial completion (*)

(\*) 15 years for Alabama, Pennsylvania; 22 years for Maryland

**P. FACILITIES**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Appraisals (real property and equipment)	Indefinite; review every 5 years
2.	Blueprints	Indefinite; review every 5 years
3.	Maintenance and repair records: a) Real property b) Equipment c) Tenant requests	7 years after disposition 1 year after disposition 5 years
4.	Permits, inspections and certificates	Indefinite; review every 5 years
5.	Judicial, administrative and compliance documents/reports	Indefinite; review every 5 years
6.	Environmental site files including insurance claims	Permanent
7.	Records relating to disposal of hazardous waste	3 years

**Q. SALES AND MARKETING**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Catalogs and price lists	2 years
2.	Copies of packaging materials and instructions	5 years
3.	Advertising, marketing and public relations materials	Active

**R. CREDIT RELATING TO CUSTOMERS**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Collection litigation files	3 years after legal settlement and satisfaction of judgment
2.	Correspondence – collection	2 years
3.	Customer financial statements	Until superseded
4.	Guarantees and subordination agreements	3 years after termination and settlement of account
5.	Security agreements & financing statements	3 years after satisfaction

**S. PROCUREMENT MATERIAL CONTROL**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Purchase order register	6 years
2.	Vendor files (requisitions, purchase orders, bids received and quotations, correspondence)	6 years
3.	Inventory control reports	3 years
4.	Requests for proposal	3 years after final payment or 10 years, whichever is longer

**T. INFORMATION TECHNOLOGY RECORDS**

	<b>Document Type</b>	<b>Retention Period</b>
1.	Computer performance reports	3 years
2.	Systems maintenance documents	Duration of ownership
3.	Technology inventory tracking documentation	
	a) Computer, network and telephone equipment inventory	Duration of ownership + 1 year
	b) Software licenses	Duration of usage + 1 year
	c) Physical inventory working papers	2 years
4.	Help desk logs and reports	1 year
5.	Terminated network user accounts	30 days after termination
6.	Network usage and confidentiality agreements	2 years after termination
7.	Information Systems backup logs	1 year
8.	Information Systems development documentation	Active + prior version
9.	Information Systems third-party software	Duration of usage + 1 year
10.	Information Systems equipment and software documentation	Duration of usage + 1 year
11.	Information Systems policies and critical controls	Active + prior version
12.	Critical control evidences	2 years
13.	Information Technology audit working papers	7 years

## Exhibit I

### Social Media and Networking Guidelines

#### PURPOSE

Duke Realty Corporation (“Duke Realty”) embraces social media as an important tool of corporate and business engagement. We recognize that the increased availability and use of social media can distract us if we do not communicate the company’s expectations with respect to its use. We leverage social media activities to enhance our brand image and strengthen our position in the industry. Social media platforms include sites such as Facebook, LinkedIn, Flickr, YouTube, Twitter, and other general sharing or networking sites. Networking includes activities such as blogging, posting, tweeting, sharing photos, videos, or other files. Governance around the proper use of social media should minimize any potential negative effects.

#### GUIDELINES

##### *General*

You should always keep the following in mind while utilizing social media.

- Be smart. Duke Realty respects free speech rights, but please remember that customers, colleagues and supervisors often have access to the online content. Keep this in mind when publishing information online that can be seen by more than friends and family, and know that information originally intended just for friends and family can be forwarded.
- Remember that anything you post is your responsibility. You should post meaningful and non-discriminatory comments.
- Respect your work commitments. Your online activity should not interfere with your primary job responsibilities. Excessive social media activity at work is against our policy.

##### *Activities on (1) Official Sites of Duke Realty and (2) Unofficial Sites Containing References to Duke Realty*

Official sites of Duke Realty include any pages on social media platforms or networking sites created by Duke Realty that speak on behalf of Duke Realty. Unofficial sites include any pages on social media platforms or networking sites that you or others personally create and reflect personal views. If you want to add something to an official site, please submit proposals related to marketing to Sandra Gilbert, Brand Manager, and proposals related to recruiting to Jenny Bean, Vice President of Human Resources.

You should adhere to the following guidelines when engaging in social media or networking activity on (1) official sites and (2) unofficial sites when it involves making references to Duke Realty, its associates or its business, including references to competitors of Duke Realty.

- Respect the law. You should not violate federal, state or local law.
- Be mindful of your duties to Duke Realty. You should not violate any duties owed to Duke Realty, including, as applicable, under the Duke Realty Code of Conduct, Regulation FD Policy or any other policy.

- Be transparent. You should identify the nature of your relationship with Duke Realty before discussing Duke Realty or its clients, whether using official or unofficial sites.
- Use disclaimers. If you make references on an unofficial site to Duke Realty, its associates or its business, including references to competitors of Duke Realty, you should ensure that the reference does not imply that you are authorized to speak on Duke Realty's behalf by using a disclaimer along the following lines: "The views expressed on this site are my own and do not reflect the views of Duke Realty."
- Be judicious. You should not post confidential, proprietary or trade secret information of Duke Realty or any third party such as information about transactions, processes, tenants and vendors.
- Be respectful. You should not post comments regarding coworkers or supervisors that are offensive, defamatory, libelous, threatening, harassing, discriminatory or hateful.
- Speak the truth. You should not knowingly post untruthful, false or misleading statements.
- Correct mistakes. You should correct inaccurate or misleading postings by adding new posts in a timely manner.
- Removal of posts. Duke Realty may ask you to remove posts or comments if Duke Realty reasonably believes it necessary to ensure compliance with securities regulations or other laws.
- Protect relationships. You should not conduct Duke Realty business transactions on social media or networking sites. Sharing customer lists, customer details, opportunity details, term sheets, proposals, drawings, photos, videos, and contracts, among other things, is against Duke Realty policy.
- Crisis situations. You are prohibited from posting any information in connection with a crisis that affects Duke Realty unless authorized by the members of the crisis communication team.



## Exhibit J

### Bring Your Own Device Acceptable Use and Security Guidelines

Duke Realty Corporation (“Duke Realty”) grants its associates the ability to use their personal mobile devices to send and receive Duke Realty e-mail and access network resources to conduct company business. In order to protect Duke Realty data on such devices, below are guidelines for their work-related use.

The scope of these guidelines includes personally-owned mobile devices, including but not limited to the following representative categories:

- Cell Phones
- Smartphones
- Tablets
- Wearables

#### **Security**

Associates should take reasonable precautions to prevent unauthorized access to their mobile devices. Duke Realty recommends that associates store their devices in a secure location when not in use and not leave their devices out in the open unattended particularly when traveling. In addition, associates should require screen lock security to gain access to their devices with the exception of emergency dialing. Passwords/pins should be a minimum of four characters. If the device is not pin/password capable, a pattern lock should be used. When downloading mobile apps, associates should only use trusted sources such as the Apple App Store or Google Play.

Associates should also ensure timely installation of software updates; both operating system and applications. Finally, associates must report lost, stolen, compromised, donated, swapped or retired devices to the IT Department within 24 hours. Upon notification to the IT Department, Duke Realty reserves the right to send a remote wipe command to such devices.

#### **Duke Realty Owns Work-Related Data**

All materials, data, communications and information, including but not limited to e-mail (both outgoing and incoming), telephone conversations and voice mail recordings, instant messages, and internet and social media postings and activities, created on, transmitted to, received or printed from, or stored or recorded on the device (content) for Duke Realty’s business or on behalf of Duke Realty is the property of Duke Realty, regardless of who owns the device used.

#### **Departure from Duke Realty**

Associates leaving Duke Realty should provide the IT Department the opportunity to erase any Duke Realty data on their personal mobile devices. It may be possible to delete the Duke Realty data while leaving personal data intact. In the alternative, departing associates may choose to have the IT Department remotely wipe their entire device.

**No Expectation of Privacy**

Duke Realty reserves the right to collect and monitor certain personal mobile device metadata. Metadata collection and monitoring will be focused on the minimum required to ensure compliance and minimize potential participant privacy concerns associated with personal usage.

**Subpoenas and Other Similar Information Requests**

Upon request, associates may be required to provide their personally-owned devices that are used for business purposes to Duke Realty to support any subpoena, court order, regulatory request, internal investigation, litigation hold or other similar legitimate business purpose.

**Disclaimer**

While the IT Department will take every precaution to prevent an associate's personal data from being lost in the event it must wipe a personal mobile device, it is the associate's responsibility to take additional precautions, such as backing up personal email and contacts. Associates shall not hold Duke Realty liable for the loss, destruction, loss of use, theft, access to, or misuse or damage to personal mobile devices or any personal data, even if caused by Duke Realty's actions or failure to act, to the maximum extent permitted by law.

**Conduct Not Prohibited by These Guidelines**

These guidelines are not intended to preclude or dissuade associates from engaging in legally protected activities/activities protected by state or federal law, including the National Labor Relations Act (e.g., discussing wages, benefits or terms and conditions of employment).

**Appendix 1**

This form should be submitted to the Compliance Manager, Tammi Parker.

**Gift, Entertainment and Travel Disclosure Form**

<b>All Accepted Offers of Gifts, Entertainment or Travel</b>	
Name of associate	
Job Title and Department	
Offer accepted <u>by</u> an associate or made <u>to</u> a business associate or prospective business associate of the Company.	
Description of Gift, Travel or Entertainment Given/Received	
Name and Address of the External Organization	
Relationship to the Company	
Estimated Value	
Associate's Signature	
Date of Notification	