



# DCT INDUSTRIAL

## CORPORATE GOVERNANCE GUIDELINES

The business and affairs of DCT Industrial Trust Inc. (the “Company”) shall be managed under the direction of the Board of Directors (the “Board”) in accordance with Maryland law. The Board shall have the responsibility for the overall stewardship of the Company, including establishing the overall policies and standards for the Company in the operation of its business, and reviewing and approving financial and business plans. In addition, the Board shall monitor and assess the overall performance and progress of the Company. To this end, the Board has adopted the following guidelines to assist it in its corporate governance responsibilities. The following are intended to provide a structure within which directors and management can effectively pursue the Company’s objectives for the benefit of its stockholders.

The following guidelines have been approved by the Board and, along with the charters of the Board committees, establish the framework for governance at the Company. The Board will review these guidelines and other aspects of Company governance annually, or more often if it deems necessary.

### **Director Qualifications**

- Each director of the Board must have an unblemished reputation for integrity and values, possess the highest personal and professional ethics, and remain committed to representing the long-term interests of the stockholders. They must have a reputation for exercising good business judgment and practical wisdom, with education and experience that provides sound knowledge of business, financial, governmental or legal matters that are relevant to the Company’s business and its status as a publicly owned company. Directors must devote sufficient time to fulfill their duties and responsibilities effectively as members of the Board and any committees on which they serve.
- The Company’s Bylaws provide that the number of directors shall never be less than the minimum number required by the Maryland General Corporation Law (which minimum number is currently one, but is permitted to be a higher minimum number if a company so provides in its charter, which the Company does) nor more than 15 directors. Accordingly, the Board has determined that the number of directors of the Company shall be nine. The Board, together with its Nominating and Corporate Governance Committee, will periodically review the appropriate size of the Board and may increase or decrease its size subject to the limitations of the Bylaws.
- The Board does not believe that arbitrary term limits or fixed retirement age are appropriate or in the best interests of the stockholders. As an alternative to term limits, it can ensure that the

Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines. Each director shall hold office for one (1) year, until the next annual meeting of stockholders and until his or her successor shall have been duly elected and shall have qualified.

- Directors of the Company may serve on boards of other public companies and the Board does not believe it is advisable to arbitrarily limit the number of boards on which a director may serve. A director must, however, notify the Chairman prior to becoming a director of another public company to avoid conflicts of interest and to assess whether the aggregate number of directorships would interfere with that director's duties and responsibilities to the Company. If the Board determines that a directorship would conflict with or impair duties to the Company, upon request of the Board that director shall resign or decline the directorship.
- Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities, if the Board, through the Nominating and Corporate Governance Committee, determines that such a change is appropriate under the circumstances.
- A majority of the directors must meet the independence requirements set forth, from time to time, in the listing standards of the New York Stock Exchange, Inc. ("NYSE") and any other applicable laws, rules or regulations, including, without limitation, any rules or regulations promulgated by the Securities and Exchange Commission (the "SEC"). Because it is not possible to anticipate or explicitly provide for all circumstances that might signal potential conflicts of interest, the Board when making "independence" determinations will broadly consider all relevant facts and circumstances. No individual director will qualify as "independent" unless the Board affirmatively determines that such individual director has no other material relationship, either directly or indirectly, with the Company or its affiliates.

### **Director Responsibilities**

- The directors will direct the management of the business and affairs of the Company with the goal of optimizing the Company's long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations.
- Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. To prepare for meetings, directors should review materials that are sent to them in advance of the meetings.
- The directors will consider the impact of the Company's actions on the Company's stockholders, customers, tenants, employees, suppliers, partners, lenders, brokers and communities where it operates.
- Directors are to disclose to the Board any business relationships with the Company or any other potential conflicts of interest as they become aware of them, and will update annually their responses to the Directors and Officers Questionnaire. Directors may not enter into a transaction with the Company without first disclosing the transaction and obtaining advance approval by the Board. The director must recuse himself or herself from the Board consideration and decision on any such transaction and will recuse himself or herself from future deliberations on matters in which a conflict is present.

- Directors are expected to attend all scheduled Board and committee meetings and to have reviewed, prior to the meetings, all materials provided by the Company relating to matters to be considered at the meetings. A director who is unable to attend a meeting is expected to notify the Chairman or appropriate committee chair in advance of the meeting.
- Each member of the Board is expected to ensure that his or her other existing and planned future commitments do not materially interfere with the member's service as a director. These other commitments shall be considered by the Nominating and Corporate Governance Committee and the Board when reviewing Board candidates and in connection with the Board's annual evaluation process.
- The Board is responsible for selecting, evaluating and compensating, through its Compensation Committee, the chief executive officer (the "CEO") and will provide counsel on the selection, evaluation and compensation of senior management. The Board will also periodically appoint a Chairman (the "Chairman"), who may be either an independent or a management director, including the CEO.
- The non-management directors shall meet at least three times a year in executive sessions without the presence of any directors or other persons who are part of the Company's management. A lead independent director shall preside at such meetings. The non-management directors shall select one of their members to preside at each executive session or shall establish a procedure by which the presiding director for each executive session shall be selected. The Board will establish methods by which interested parties may communicate directly with the presiding director or with the non-management directors as a group and cause such methods to be disclosed. The non-management directors shall keep a record of their proceedings to the extent they deem appropriate or desirable.
- The Chairman shall set the agenda of the meetings of the Board and the chairman of each committee shall set the agenda of the meetings of the applicable committee. Any director may suggest agenda items and is expected to raise at meetings other matters that they consider worthy of discussion.

#### **Director Access to Management and Independent Advisors**

Directors shall have full access to management and to the Company's independent advisors, in order to keep themselves fully informed of the Company's affairs and to enable them to make sound business judgments. The Board and its committees shall have the right at any time to retain independent outside auditors and financial, legal or other advisors, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside auditors or advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

#### **Director Compensation**

The Compensation Committee has the responsibility for recommending to the Board compensation and benefits for non-employee directors. The Compensation Committee shall be guided by three goals: compensation should fairly pay directors for work required in a company of our size and scope; compensation should reflect time commitments of the directors and risks associated with the position; and compensation should be simple, transparent and easy for shareholders to understand. The Compensation Committee will critically evaluate each of these matters when determining the form and amount of director compensation.

### **Director Orientation and Continuing Education**

- The Company shall make available to each new director an opportunity to discuss the Company and its business with the Company's senior executives.
- The Company shall inform each new director of Company policies which affect directors, including these Corporate Governance Guidelines.
- The Company shall make available to directors, at the Company's cost, professionally conducted programs regarding director responsibilities and other matters related to service on the Board.

### **Selection of Board Members**

- All members of the Board shall be elected annually by the Company's stockholders, except for Board action to fill vacancies arising between stockholder elections. The Board shall be responsible for the selection of nominees for election or appointment to the Board. The Nominating and Corporate Governance Committee shall recommend candidates for election to the Board. The Nominating and Corporate Governance Committee may consider nominees recommended by management and stockholders using the criteria adopted by such Committee and approved by the Board to evaluate all candidates, or as otherwise set forth in the Company's annual proxy statement. The Nominating and Corporate Governance Committee shall review each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable for members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee shall recommend the candidate for consideration by the full Board.
- The Nominating and Corporate Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.
- To recommend a prospective nominee for the Nominating and Corporate Governance Committee's consideration, the candidate's name and qualifications must be submitted in writing to: DCT Industrial Trust Inc., Attn: Secretary, 518 Seventeenth Street, Suite 1700, Denver, Colorado 80202. When submitting candidates for nomination to be elected at the Company's annual meeting of stockholders, stockholders must follow the notice procedures and provide the information required by the Company's Bylaws.

### **Management Succession**

- If it is anticipated that the CEO will leave the Company at a specified future date, the Board shall ensure that the process of selecting a successor chief executive officer will take place in a manner that is likely to create a smooth transition between chief executive officers.
- If there is an unanticipated departure of the CEO, the Board shall oversee (a) selection of a temporary chief executive officer to serve until a permanent replacement is selected, and (b) selection of the permanent replacement for the CEO.

## **Annual Performance Evaluation of the Board**

The Board and each committee, through the Nominating and Corporate Governance Committee, will conduct an annual self-evaluation which will be reviewed and discussed by the Board.

## **Management Responsibilities**

- Management is responsible for operating the Company in an effective, ethical and legal manner designed to produce value for the Company's stockholders consistent with the Company's policies and standards. Management is responsible for understanding the Company's activities and the material risks incurred by the Company as well as avoiding conflicts of interest with the Company and its stockholders.
- Management, under the oversight of the Board and audit committee of the Board, is responsible for producing financial statements that fairly present the Company's financial condition, results of operation, cash flows and related risks in a clear and understandable manner and in accordance with United States generally accepted accounting principles ("GAAP"), for making timely and complete disclosures to investors and the public and for keeping the Board well-informed on a timely basis as to all significant matters of the Company.
- Senior management is responsible for developing and presenting to the Board for approval the Company's strategic plans and annual operating plans and budget.
- Management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do this with knowledge of management, and in most cases, at the request of management. Board members shall refer any requests for public comment to the Chief Executive Officer or President of the Company.
- Senior management is responsible for selecting qualified members of management and for implementing an effective and ethical organizational structure.
- Senior management is responsible for developing, implementing and monitoring an effective system of (A) internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP, which includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of assets of the Company, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and the Company's directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements; and (B) disclosure controls and procedures that are designed to ensure that information required to be disclosed by the Company in the reports that it files under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the rules and forms promulgated by the Securities and Exchange Commission.

## **Board Committees**

The Board has established the following committees to assist it in discharging responsibilities: (i) audit, (ii) compensation, (iii) nominating and corporate governance, and (iv) investment. The charters of the audit, compensation and nominating and corporate governance committees, as well as the Code of Business Conduct and Ethics, Whistleblowing and Whistleblower Protection Policy, and these guidelines are available on the Company's website and will be mailed to shareholders on request. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees. The Board may establish such other committees as it deems appropriate and delegate to such committees authority permitted by applicable law and the Company's Bylaws as the Board sees fit.

## **Meeting Procedures**

- Management shall be responsible for assuring that, where feasible, all information and data important to the understanding of the Company's business and matters to be considered by the Board shall be distributed in writing sufficiently in advance of each meeting to provide directors with a reasonable amount of time to review and evaluate such information and data.
- Directors are entitled to rely in good faith on (1) corporate records, officers or employees and on reports of Board committees and/or (2) any other person selected with reasonable cause as to matters reasonably believed to be within such person's professional or expert competence.
- The Board shall generally hold at least four regularly scheduled meetings per year and hold additional special meetings as necessary. Each director is expected to attend both scheduled and special meetings, except if unusual circumstances make attendance impractical. The Board may also take action from time to time by unanimous written consent.
- The Board encourages the presentation at meetings by members of the Company's management who can provide additional insight into matters being discussed or who have potential issues that the CEO believes should be given exposure to the Board. The Board encourages management to arrange presentations at Board meetings and to provide other reports that will enhance the flow of meaningful financial and business information to the Board. Each Board member shall have complete access to management for relevant information.

**Adopted on November 27, 2006**