

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

*(Effective January 28, 2004)*

**I. Mission**

The Finance Committee (the "Committee") will review and evaluate the financial policies, plans and structure of Duke Realty Corporation and its subsidiaries and affiliates (collectively, the "Company"). In this role, the Committee will review the Company's capital structures, investments, financial commitments and relationships. The Committee will make recommendations to the Company's Board of Directors (the "Board") and to the Company's Management ("Management") regarding financial policies and objectives to promote and maintain superior standards of performance. The Committee will also review and approve certain transactions as delegated to the Committee by the Board of Directors of the Company.

**II. Organization**

- A. The Committee will be appointed by the Corporate Governance Committee and will consist of not less than four (4) or more than eight (8) members of the Board. The Committee will consist of only those members who qualify as "independent directors" under the criteria set forth in the Corporate Governance Charter. The Board will fill vacancies on the Committee. The Board will delegate one member of the Committee to be the Chairperson. The Board of Directors may at any time remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee may form and delegate authority to subcommittees when appropriate.
- B. The Committee will meet quarterly, with such additional meetings as the Chairperson of the Committee deems necessary. The Chairperson may invite appropriate Management representatives to attend the meetings as deemed necessary or desirable.
- C. The Committee will report to the Board following quarterly meetings, and at such other times as circumstances may warrant.

### **III. Duties and Responsibilities**

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

1. Transactions exceeding those parameters established by the Board from time to time for which the Board has delegated authority to Management for review and approval.
2. The credit capacity and financial condition, planning and structure of the Company.
3. Dividend policies.
4. Strategic financial policies of the Company, including debt quality, debt rating, and debt/equity ratios.
5. Long-range financial plans of the Company.
6. Debt and equity placements and offering strategies.
7. Repurchases of Company stock.
8. Financial public relations and communications policies with respect to shareholders, debt holders and the investment community.
9. Shelf registrations (both debt and equity).
10. If applicable, minimum share prices for optional Dividend Reinvestment Plan contributions and At The Market Offerings.
11. Derivative policies and strategies governing the use of swaps, forwards, futures, options, caps and floors.
12. All other matters duly delegated to the Committee by the Board pursuant to applicable Indiana law.