

**DUKE REALTY CORPORATION
AMENDED AND RESTATED
CORPORATE GOVERNANCE COMMITTEE CHARTER**

(Effective January 28, 2004)

I. Purpose and Composition

The Committee on Corporate Governance (“Committee”) shall be a standing committee of the Board of Directors (“Board”). The Committee shall consist of a minimum of three and maximum of five members who qualify as “independent directors” according to the criteria set forth in this Charter. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee shall have the following responsibilities:

A. Corporate Governance

- 1) Recommend to the Board amendments to the Articles of Incorporation and By-laws
- 2) Develop and recommend to the Board a set of corporate governance principles applicable to the Company, including:
 - a) The structure, charter, practices and policies of the Board of Directors, including but not limited to:
 - size of the Board
 - retirement age
 - new director orientation
 - criteria for membership
 - diversity of membership
 - stock ownership guidelines
 - schedule of meetings and review of agenda
 - independence of outside directors
 - mix of management and independent directors
 - conflict of interest issues
 - other affiliations of the CEO
 - b) The structure and charter of Board committees
- 3) Regularly canvass individual directors for their opinion on Board effectiveness
- 4) Serve as the primary resource for the Board in evaluating issues of corporate governance

B. Board Governance and Composition

- 5) Recommend criteria for membership on the Board, including age, expertise, business experience, character, and other board memberships of the candidate
- 6) Identify, review the qualifications of and recommend to the Board nominees for election as members of the Board of Directors, consist with criteria approved by the Board
- 7) If determined by the Committee to be reasonably advisable, retain and terminate any search firm to be used, at the Company's expense, to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms

C. Board Committees

- 8) Recommend to the Board policy regarding rotation of committee members and chairs
- 9) Recommend to the Board, in accordance with Board policy:
 - committee member qualifications
 - committee member appointment and removal
 - appointment of committee chairs
 - rotation of committee members
 - frequency of meetings

D. Annual Evaluation and Monitoring of Board/Committee Performance

- 10) Recommend a process for annual evaluation of Board performance and oversee such evaluation
- 11) Monitor and liaison with the Board on any director qualifications or resignation issues, including but not limited to:
 - change in professional affiliations or status
 - performance
- 12) Recommend a process for annual assessment of the Committee

E. Annual Assessment and Monitoring of Chairman/CEO Performance

- 13) Recommend a process for annual assessment of Chairman/CEO Performance
- 14) Provide policy and practice oversight with regard to the annual assessment process for Chairman/CEO

15) Monitor and liaise with the Board on Chairman/CEO qualifications or resignation issues, including but not limited to:

- change in other affiliations of the Chairman/CEO
- providing policy and practice oversight with regard to succession planning

F. General

16) Undertake from time to time additional activities within the scope of the Committee's charter, as it may deem appropriate, or as may be delegated to the Committee by the full Board pursuant to applicable Indiana law.

II. Meetings

The Committee shall normally hold three to five meetings each year in order to accomplish the aforementioned duties and responsibilities. The Committee's Chair or Chairman of the Board may call additional meetings as needed. Appropriate officers of the Company shall provide staff support to the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

III. Director Candidates Recommended by Security Holders

In recommending nominees to for election as members of the Board of Directors, the Committee will consider nominees recommended by bona fide holders of the Company's common stock so long as the recommendation is submitted within the timeframe required to request a proposal to be included in the proxy materials or otherwise in accordance with procedures established by the Committee from time to time. The Committee may, in its sole discretion, reject any such recommendation for any reason.

IV. Determination of Independence

In determining whether a director, in his or her capacity as such or as a member of a committee of the Board, is independent, the Committee shall consider, in addition to any tests of independence set forth in the Company's Articles of Incorporation (the "Articles"), established by the Securities and Exchange Commission or the New York Stock Exchange, or otherwise required by law, whether the director, either individually or through his or her Affiliates (as defined in the Articles), has any significant business relationships with the Company that would interfere with the exercise of the director's independent judgment. If such a relationship exists, then the director would not be deemed to be independent, and thus would not count as one of the Company's independent directors. The director also would not be eligible for nomination for membership on a Board committee as an independent director, and would be removed from any such committee on which the director is already serving.