



COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of DCT Industrial Trust Inc. (“DCT”) to discharge the Board’s responsibilities relating to the compensation of DCT’s directors and executive officers and produce the Compensation Committee report required by the Securities and Exchange Commission (the “SEC”) for inclusion in DCT’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations.

Organization and Rules of the Committee

- The Committee will consist of no fewer than three members. All members of the Committee will be, in the business judgment of the Board, “independent” under the independence requirements set forth, from time to time, in the listing standards of the New York Stock Exchange (“NYSE”) and any other applicable laws, rules or regulations, including, without limitation, any rules promulgated by the SEC, subject to any applicable exceptions contained therein. The Board members serving on the Committee will be elected annually for a term of one year and will serve at the pleasure of the Board.
- The members of the Committee will be appointed, removed and replaced by, and in the sole discretion of, the Board, considering the recommendation of the Nominating and Corporate Governance Committee.
- The Board will designate a member of the Committee to be the chairman of the Committee.
- A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. Except as expressly provided in the Articles of Incorporation, as amended or Bylaws of DCT, or in the DCT Governance Guidelines, the Committee shall fix its own rules of procedure.
- The Committee may create subcommittees to perform particular functions, either generally or in specific instances, and such subcommittees shall be comprised of members who meet the independence requirements set forth above.
- The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its performance.
- The Committee shall meet at least twice a year at a time and place determined by the Committee chairman, with further meetings to occur when deemed necessary or desirable by the Committee or

its chairman. Actions of the Committee may also be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairman. No notice of meetings need be given.

- The Committee may request members of management or others to attend meetings and provide pertinent information as necessary.

Responsibilities and Powers

To fulfill its purposes, the Committee will:

- Review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer (“CEO”). The Committee shall evaluate at least once a year the CEO’s performance in light of these established goals and objectives and based on these evaluations shall set the CEO’s annual compensation, including salary, bonus, incentive and equity compensation.
- In determining the long-term incentive component of the CEO’s compensation, consider, among other things, DCT’s performance, the return to its stockholders relative to the returns to stockholders of comparable companies, the value of similar incentive awards to CEOs at comparable companies, and the awards given to DCT’s CEO in past years.
- Review and approve the annual compensation, including salary, bonus, incentive and equity compensation, of senior executive officers, taking into account as it deems appropriate the recommendation of the CEO. The Committee shall also provide oversight of management’s decisions concerning the performance and compensation of other DCT officers.
- Review DCT’s incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans, including DCT’s 2006 Long-Term Incentive Plan and DCT’s 2006 Incentive Compensation Plan, as they may be amended from time to time.
- Oversee the development and implementation of compensation programs recommended to the Board, including members of Board committees.
- Review and discuss with management the Compensation Discussion and Analysis to be included in DCT’s proxy statement or annual report on Form 10-K (the “CD&A”).
- Based on the Committee’s review and discussions with management of the CD&A, make a recommendation to the Board as to whether the CD&A should be included in DCT’s proxy statement or annual report on Form 10-K.
- The Committee shall prepare the Compensation Committee report required by applicable SEC rules to be included in DCT’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K filed with the SEC.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to DCT’s compensation programs. All action taken by the Committee shall be reported to the Board at the next Board meeting following such action.

The Committee has the power in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties. Any performance evaluation conducted by the Committee shall be performed in such manner as the Committee deems appropriate. Any report to the Board may take the form of an oral report by any designated member of the Committee. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the following:

- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser.
- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee.
- DCT must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.
- The Committee may select or obtain advice from a compensation consultant, legal counsel or other adviser to the Committee (other than (1) in-house legal counsel or (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of DCT, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, legal counsel or other adviser and about which the compensation consultant, legal counsel or other adviser does not provide advice) only after taking into consideration, all factors relevant to that person's independence from management, including the following:
 - the provision of other services to DCT by the person that employs the compensation consultant, legal counsel or other adviser;
 - the amount of fees received from DCT by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - any stock of DCT owned by the compensation consultant, legal counsel or other adviser; and

- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of DCT.

Adopted on April 30, 2013