



DIGITAL REALTY

**CHARTER OF
THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS OF
DIGITAL REALTY TRUST, INC.**

This Charter of the Audit Committee (the “Committee”) was originally adopted by the Board of Directors (the “Board”) of Digital Realty Trust, Inc., a Maryland corporation (the “Company”), on October 24, 2004, and this amended and restated Charter was adopted by the Board effective September 3, 2018.

I. Purpose

The purpose of the Committee is to:

(A) assist the Board with its oversight responsibilities regarding:

(i) the integrity of the Company’s financial statements;

(ii) the Company’s compliance with legal and regulatory requirements;

(iii) the qualifications, engagement, compensation, and independence of the registered public accounting firm that shall audit the Company’s financial statements (the “Independent Auditor”); and

(iv) the performance of the Company’s internal audit function and Independent Auditor, and

(B) prepare the disclosure required by the rules of the United States Securities and Exchange Commission (the “SEC”), including Item 407(d)(3)(i) of Regulation S-K, as may be amended from time to time, to be included in the Company’s annual proxy statement (the “Audit Report”).

Notwithstanding the foregoing, the Committee’s responsibilities are limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The Independent Auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with U.S. generally accepted accounting principles (“GAAP”) and reviewing the Company’s quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosure are complete and accurate and in accordance with GAAP and applicable laws, rules and regulations. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company’s internal auditor (or others responsible for the internal audit function,

including contracted non-employees or audit or accounting firms engaged to provide internal audit services) (the “Internal Auditor”), the Independent Auditor and the Company’s internal and external counsel) from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

II. Membership

The Committee shall be composed of no fewer than three directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), except as otherwise permitted by applicable NYSE Rules, and meet all other eligibility requirements of applicable laws. Each Committee member shall be financially literate as determined by the Board in its business judgment or must become financially literate within a reasonable period of time after his or her appointment to the Committee. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one member of the Committee shall be an “audit committee financial expert” within the definition adopted by the SEC or the Company shall disclose in its periodic reports required pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the reasons why at least one member of the Committee is not an “audit committee financial expert.”

Each Committee member shall satisfy the independence requirements of Exchange Act Rule 10A-3(b)(1). No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in the Company’s annual proxy statement.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair or the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee or the Company’s Corporate Governance Guidelines. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of such Committee.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems necessary or desirable. The Committee shall meet separately, periodically, with management, with the Internal Auditor and with the Independent Auditor.

The Committee may retain or replace, or obtain the advice of, any legal counsel, experts or advisers (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's employees, the Company's regular legal counsel or other advisers to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to the Independent Auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of reasonable compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee is not required to implement or act consistently with the advice or recommendations of any adviser and is able and obligated to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee has the authority to conduct or otherwise authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee and, through the Chair, shall have full access to the books, records, facilities and personnel of the Company.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee shall be directly responsible and have sole authority for the appointment, compensation, retention, termination, evaluation and oversight of the work of the Independent Auditor (including resolution of any disagreements between Company management and the Independent Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the Independent Auditor shall report directly to the Committee.

2. *Pre-Approval of Services.* Before the Independent Auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the Independent Auditor, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the Independent Auditor.

Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

3. *Review of Independence, Performance and Qualifications of the Independent Auditor.* The Committee shall, at least annually, review the independence, performance, qualifications and quality control procedures of the Independent Auditor and the experience and qualifications of the Independent Auditor's senior personnel that are providing audit services to the Company. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the Independent Auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues.

(ii) The Committee shall obtain and review from the Independent Auditor the annual report delineating all relationships between the Independent Auditor and the Company required by applicable audit professional regulatory standards, and discuss with the Independent Auditor any relationships or services (including non-audit services) that may impact the objectivity and independence of the Independent Auditor.

Annual Financial Statements and Annual Audit

4. *Meetings with Management, the Independent Auditor and the Internal Auditor.*

(i) The Committee shall meet with management, the Independent Auditor and the Internal Auditor in connection with each annual audit to discuss the scope and expected timing of the audit, the procedures to be followed and the staffing of the audit.

(ii) The Committee shall review and discuss with management and the Independent Auditor: (A) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (B) analyses prepared by the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and (C) the effect of regulatory and accounting initiatives, as well as material off-balance sheet structures, on the Company's financial statements.

(iii) The Committee shall review and discuss the annual audited financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

5. *Separate Meetings with the Independent Auditor.*

(i) The Committee shall review with the Independent Auditor material problems the Independent Auditor may have encountered during the course of the audit work, such as restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters.

(ii) The Committee shall discuss with the Independent Auditor the report that such auditor is required to make to the Committee regarding: (A) accounting policies and practices to be used that the Independent Auditor identifies as critical; and (B) required material written communications between the Independent Auditor and management of the Company.

(iii) The Committee shall discuss with the Independent Auditor all matters required to be discussed under current professional auditing standards as then in effect.

Quarterly Financial Statements

6. *Meetings with Management and the Independent Auditor.* The Committee shall review and discuss the quarterly financial statements with management and the Independent Auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Internal Audit

7. *Appointment.* The Committee shall review the appointment and replacement of the Internal Auditor.

8. *Separate Meetings with the Internal Auditor.* The Committee shall meet periodically with the Company's Internal Auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the Internal Auditor believes warrant Committee attention.

Other Powers and Responsibilities

9. The Committee shall discuss the Company's earnings press releases (with particular focus on any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

10. The Committee shall discuss with management and the Independent Auditor any related-party transactions brought to the Committee's attention which could reasonably be expected to have a material impact on the Company's financial statements.

11. The Committee shall discuss with management and the Independent Auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

12. The Committee shall discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

13. The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. The Committee shall discuss with management and the Independent Auditor the Company's significant financial risk exposures and the policies and processes management has implemented to monitor and control such exposures.

14. The Committee shall set clear hiring policies for employees or former employees of the Company's Independent Auditor.

15. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees of information regarding questionable accounting or auditing matters.

16. The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

17. The Committee, through its Chair, shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent Auditor, the performance of the Company's internal audit function or any other matter the Committee determines is necessary or advisable to report to the Board.

18. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable rules of the SEC and the NYSE. While acting within the scope of such powers and responsibilities, the Committee shall have and may exercise all the powers and authority of the Board.

19. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

20. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's charter, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.