



DIGITAL REALTY

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

This Charter of the Compensation 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 1, 2019.

I. Purpose

The purpose of the Committee is to:

(A) discharge or assist the Board in discharging the Board’s responsibilities relating to compensation of the Company’s executive officers, including by designing (in consultation with management or the Board), approving, recommending to the Board for approval, implementing, administering, managing and evaluating the compensation plans, policies and programs of the Company, and

(B) prepare the disclosure required by the rules of the U.S. Securities and Exchange Commission (the “SEC”), including Items 402 and 407(e)(5) of Regulation S-K, as each may be amended from time to time, to be included in the Company’s annual proxy statement, or, if a proxy statement is not filed, then as part of the Company’s Form 10-K (the “Compensation Report”).

II. Membership

The Committee shall be composed of no fewer than two 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.

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 two times per year and more frequently as the Committee deems necessary or desirable.

The Committee may retain or replace, or obtain the advice of, any legal counsel, compensation and benefits consultants and other outside experts or advisers (collectively, "Advisers") 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 Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisers. Subject to any exceptions permitted under the NYSE rules, the Committee has the authority to select any Adviser only after taking into consideration all factors relevant to such Adviser's independence from management. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisers retained 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

1. The Committee shall, at least annually, review and, if necessary, revise the compensation philosophy of the Company.

2. The Committee shall, at least annually, review and approve corporate goals and objectives relating to the compensation of the CEO, evaluate the performance of the

CEO in light of these goals and objectives and establish the compensation of the CEO based on such evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors as the Committee deems appropriate, the Company's performance, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. The Committee shall have sole authority to determine the compensation of the CEO.

3. The Committee shall, at least annually, review and approve all compensation for the principal executive officer, principal financial officer and the three most highly-compensated executive officers of the Company or its subsidiaries.

4. The Committee shall approve or make recommendations to the Board with respect to executive officer (non-CEO) compensation, incentive-compensation plans and equity-based plans and shall review and approve all executive officers' employment agreements and severance arrangements.

5. The Committee shall make recommendations to the Board with respect to director compensation, which shall be determined by the Board based upon such recommendations.

6. The Committee shall prepare and approve the Compensation Report.

7. The Committee shall review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") and related disclosures to be included in the Company's annual proxy statement or Form 10-K and determine whether to recommend to the Board that the CD&A be included in the proxy statement or Form 10-K.

8. The Committee shall oversee and periodically assess material risks associated with the Company's compensation structure, policies and programs generally (for all employees including the Company's executive officers).

9. The Committee is authorized to adopt, suspend and terminate all qualified retirement plans maintained by the Company or its subsidiaries and to approve any and all amendments to such plans.

10. 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.

11. 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.

12. 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 and Corporate Governance Guidelines, and applicable law and rules of markets in which the Company's securities then trade.

VI. Disclosure of Charter

This Charter will be made available on the Company's website and to any stockholder who otherwise requests a copy. The Company's annual proxy statement, or, if a proxy statement is not filed, then the Company's Form 10-K shall state the foregoing.