



DIGITAL REALTY

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF DIGITAL REALTY TRUST, INC.

This Charter of the Nominating and Corporate Governance 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 August 30, 2018.

I. Purpose

The purpose of the Committee is to assist the Board in discharging the Board’s responsibilities regarding:

- (A) the identification of qualified candidates to become Board members;
- (B) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (C) the selection of candidates to fill any vacancies on the Board;
- (D) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”); and
- (E) oversight of the evaluation of the Board and management.

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 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 independent counsel or other outside expert or adviser 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 any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

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. (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for election by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
- (ii) experience in corporate governance including as an officer, board member or senior executive or as a former officer, board member or senior executive of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today's business environment;
- (iii) experience as a board member of another publicly held company;
- (iv) academic, executive and/or operational expertise in an area of the Company's industry or operations;
- (v) practical and mature business judgment, including ability to make independent analytical inquiries; and
- (vi) ability to work as part of a team.

(d) The foregoing notwithstanding, if the Company is legally required by contract or otherwise to permit a third party to designate one or more of the directors to be elected or appointed (for example, pursuant to rights contained in Articles Supplementary of a class of preferred stock to elect one or more directors upon a dividend default), then the nomination, election or appointment of such directors shall be governed by such requirements.

2. The Committee shall periodically review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

3. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's charter, bylaws and Corporate Governance Guidelines.

4. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization) and the performance of management, and will make appropriate recommendations to improve performance.

5. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's charter, bylaws, this Charter and the charters of the Company's other committees.

6. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines.

7. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

8. 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.

9. 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.

10. The Committee shall periodically report to the Board on its findings and actions.

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

12. Unless the Board has established an alternative committee pursuant to the Company's Board Policy Regarding Majority Voting, the Committee shall deliberate and take such actions with respect to incumbent directors who fail to receive the required vote for re-election, including recommending to the Board whether to accept or not accept any director resignation on behalf of the Company or whether to request that any such director submit his or her resignation to the Company and taking such other actions, as are contemplated by the Company's Board Policy Regarding Majority Voting.

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.