

CHARTER OF THE COMPENSATION COMMITTEE OF DUPONT FABROS TECHNOLOGY, INC.

This Compensation Committee Charter (the “*Charter*”) of the Board of Directors (the “*Board*”) of **DuPont Fabros Technology, Inc.**, a Maryland corporation (the “*Company*”), was adopted on November 12, 2007 and amended on December 2, 2014.

PURPOSE AND POLICY

The purpose of the Compensation Committee (the “*Committee*”) of the Board shall be to: (i) discharge responsibilities relating to compensation of the Company’s Chief Executive Officer, other executive officers and directors, taking into consideration, among other factors, any stockholder vote on compensation; (ii) implement and administer the Company’s incentive compensation plans and equity-based plans; (iii) oversee and assist the Company in preparing the Compensation Discussion & Analysis (the “*CD&A*”) for inclusion in the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statement; (iv) provide for inclusion in the Company’s proxy statement a description of the processes and procedures for the consideration and determination of executive officer and director compensation; and (v) prepare and submit for inclusion in the Company’s proxy statement and/or annual report on Form 10-K a Compensation Committee Report, each as more fully described below, in accordance with applicable rules and regulations. The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

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 delegated to it by the Board from time to time consistent with the Company’s Bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

COMPOSITION

The Committee shall consist of at least three members of the Board. All members of the Committee shall (i) satisfy the independence requirements of the New York Stock Exchange (the “*NYSE*”) applicable to compensation committee members, any rules and regulations of the U.S. Securities and Exchange Commission (the “*SEC*”) and any other applicable laws relating to independence, as determined by the Board in its business judgment, including any exceptions permitted by these requirements, (ii) qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and (iii) qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “*Code*”).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nominating/Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Vacancies occurring on the Committee shall be filled by the Board.

Any action 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.

RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, the Maryland General Corporation Law, and the rules of the NYSE and the SEC, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities

1. *Overall Compensation Strategy.*

The Committee shall review, modify (as needed) and approve the overall compensation strategy and policies for the Company, including:

- reviewing and approving corporate performance goals and objectives, which shall support and reinforce the Company's strategic goals, relevant to the compensation of the Company's executive officers;
- evaluating and recommending to the Board for approval the compensation plans and programs advisable for the Company, as well as evaluating and recommending to the Board for approval the modification or termination of existing plans and programs;
- establishing policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to the Company;
- reviewing industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
- reviewing and approving the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers and other senior management, as appropriate;
- reviewing and approving any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, taking into account the

potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company; and

- evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits of the Company and otherwise furthering the Committee's policies.

2. *Compensation of Chief Executive Officer.*

The Committee shall (i) review and approve on an annual basis, the corporate goals and objectives with respect to compensation for the Company's Chief Executive Officer, (ii) evaluate the performance of the Chief Executive Officer in light of the corporate goals and objectives approved by the Committee and (iii) on the basis of such evaluation, determine and approve compensation paid by the Company to the Chief Executive Officer, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:

- fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards;
- developing and executing the Company's strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value; and
- achieving the Chief Executive Officer's individual performance goals and objectives.

In determining the appropriate compensation for the Chief Executive Officer, the Committee should consider the Company's performance and relative stockholder return, the amount of compensation payable, including incentive awards, to similarly-situated officers at comparable companies, any stockholder vote on compensation and any other factors the Compensation Committee deems necessary or appropriate in its discretion.

3. *Compensation of Other Executive Officers.* The Committee shall review and approve the individual and corporate performance goals and objectives of the Company's other executive "officers" (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) that are periodically established. The Committee shall recommend to the Board for determination and approval the compensation and other terms of employment of these other executive officers, taking into consideration the executive officer's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the executive officer as established by the Committee, as well as in fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards.

4. *Compensation of Directors.* The Committee shall review and approve the type and amount of compensation to be paid or awarded to Board members, including consulting, retainer, Board meeting, committee and committee chair fees and stock option grants or awards. The Committee shall consider the compensation payable to directors at comparable companies

and any other factors it deems necessary in making recommendations to the Board with respect to the compensation of directors.

5. Administration of Benefit Plans. The Committee shall manage, periodically review and make recommendations to the Board regarding the Company's stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs. With respect to each plan, the Committee shall have responsibility for, among other things:

- (a) general administration;
- (b) establishing guidelines and interpreting plan documents;
- (c) as may be applicable, setting performance targets under all annual bonus and long-term and management incentive compensation plans as appropriate;
- (d) verifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
- (e) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
- (f) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers or current employees with the potential to become the CEO or an executive officer, including stock options and other equity rights (e.g., restricted stock, stock purchase rights);
- (g) recommending which executive officers are entitled to awards under the Company's equity and non-equity incentive compensation plan(s); and
- (h) conducting an annual review of all compensation plans. All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

6. Insurance Coverage. The Committee shall review and establish appropriate insurance coverage for the Company's directors and executive officers.

7. Compensation Discussion and Analysis. The Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements and make recommendations to the Board that the CD&A be approved for inclusion in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements.

8. Committee Report. The Committee shall prepare and review the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

9. *Committee Self-Assessment.* The Committee shall review, discuss and assess its own performance at least annually, including its compliance with this Charter. The Committee shall also periodically review and assess the adequacy of this Charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

OUTSIDE ADVISORS

The Committee shall have the sole authority to retain and terminate outside legal or other advisors to the Committee as it deems necessary and appropriate in its sole discretion, including compensation consultants. In selecting any such advisors or consultants, the Committee shall consider the independence of such advisor or consultant, as determined by it in its business judgment, in accordance with the standards of the NYSE, any applicable rules and regulations of the SEC and other applicable laws relating to independence of advisors and consultants. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the advisors and consultants. The Committee shall have the sole authority to approve the fees and other retention terms for such outside advisors. The Company shall provide appropriate funding for payment of the compensation (as determined by the Compensation Committee in its sole reasonable opinion) of such outside advisors retained by the Compensation Committee, as well as reasonable ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's Articles of Incorporation, Bylaws, Corporate Governance Guidelines and applicable rules of the SEC and NYSE. Such subcommittees must be composed entirely of independent directors.

MEETINGS

The Chair (or in his or her absence, a member designated by the Chair) 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.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable. All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management or any other person whose presence the Committee believes to be desirable or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

MINUTES AND REPORTS

Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee, through the Chair, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.