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If you have sold or otherwise transferred all of your shares in Safestore Holdings plc, please pass this document together with any accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the purchaser or transferee who now holds the shares.



SAFESTORE HOLDINGS PLC

(the "Company")

(Incorporated in England and Wales under the Companies Act 1985
with registered number 04726380)

Notice of the Annual General Meeting of the Company to be held at the offices of the Company, Brittanica House, Stirling Way, Borehamwood Herts WD6 2BT on 19 March 2014 at 12.00 noon (the "Annual General Meeting") is set out on pages 2 to 6 of this document.

A Form of Proxy for use at the Annual General Meeting accompanies this document, together with a scrip dividend scheme terms and conditions booklet and a Form of Election/Mandate which should be read in connection with the scrip dividend scheme which is proposed for shareholder approval at resolution 15 of the Notice of Annual General Meeting.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be deposited at the offices of the Registrar of the Company, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Alternatively, you can appoint a proxy electronically at www.capitashareportal.com or, if you hold your shares in CREST, you may appoint a proxy via the CREST electronic proxy appointment service. Notice of your appointment of a proxy should reach Capita Asset Services by no later than 12.00 noon on 17 March 2014.

The results of the meeting will be announced as soon as practicable and will appear on the Company's website www.safestore.com.

All times shown in this document are London times unless otherwise indicated.

Notice of Annual General Meeting

SAFESTORE HOLDINGS PLC NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING (the "Meeting" or "Annual General Meeting") of Safestore Holdings plc (the "Company") will be held at Brittanica House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT on 19 March 2014 at 12.00 noon for the following purposes:

To consider, and if thought fit, pass the following resolutions, of which numbers 1 to 15 will be proposed as ordinary resolutions and numbers 16 to 18 will be proposed as special resolutions:

Ordinary resolutions

1. To receive the Company's annual accounts for the financial year ended 31 October 2013, together with the Directors' report and the Auditors' Report on those accounts and on the auditable part of the Directors' remuneration report.
2. To re-appoint PricewaterhouseCoopers LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
3. To authorise the Directors to determine the auditors' remuneration.
4. To declare a final dividend for the year ended 31 October 2013 of 3.90 pence per ordinary share payable to shareholders on the register at the close of business on 14 March 2014.
5. To re-elect Alan Lewis as a Director of the Company in accordance with the Company's Articles of Association.
6. To re-elect Keith Edelman as a Director of the Company in accordance with the Company's Articles of Association.
7. To re-elect Frederic Vecchioli as a Director of the Company in accordance with the Company's Articles of Association.
8. To re-elect Adrian Martin as a Director of the Company in accordance with the Company's Articles of Association.
9. To elect Andy Jones, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director.
10. To elect Ian Krieger, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director.
11. To approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) for the financial year ended 31 October 2013.
12. To approve the Directors' remuneration policy, set out on pages 34 to 38 of the Directors' remuneration report which takes effect on 19 March 2014.
13. To authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect for the purposes of Part 14 of the Companies Act 2006 (the "Act") to:
 - (a) make political donations to political parties, political organisations or independent election candidates (as such terms are defined in Sections 363 and 364 of the Act), not exceeding £100,000 in aggregate;
 - (b) make political donations to political organisations other than political parties (as such terms are defined in Sections 363 and 364 of the Act), not exceeding £100,000 in aggregate; and
 - (c) incur political expenditure (as such term is defined in Section 365 of the Act), not exceeding £100,000 in aggregate,during the period beginning with the date of the passing of this resolution and ending at the conclusion of the Company's next Annual General Meeting after the date of the passing of this resolution provided that the maximum amounts referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.
14. THAT for the purposes of Section 551 of the Act and so that expressions used in this resolution shall bear the same meanings as in the said Section 551):
 - 14.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by Sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £689,803 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company (unless previously revoked or varied by the Company in general meeting); and further
 - 14.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in Section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £689,803 during the period expiring at the end of the Annual General Meeting of the Company after the passing of this resolution subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
 - 14.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,so that all previous authorities of the Directors pursuant to the said Section 551 be and are hereby revoked.

Ordinary resolutions continued

15. To authorise the Directors to:

- 15.1 offer holders of ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") (excluding members holding any ordinary shares as treasury shares) the right to elect to receive Ordinary Shares, credited as fully paid, instead of a cash dividend from time to time or for such period as the Directors of the Company may determine, all pursuant to the provisions of Article 131 of the Company's Articles of Association, as in force from time to time, and on such other terms and conditions as the Directors of the Company may from time to time determine, provided that the authority conferred by this resolution shall expire at the end of the fifth Annual General Meeting of the Company after the date on which this resolution is passed.
- 15.2 for the purposes of any offer made pursuant to paragraph 15.1 of this resolution 15, in accordance with the Company's Articles of Association, as in force from time to time, capitalise such amount standing to the credit of any reserve or account of the Company as may be necessary and apply the same in paying up and allotting and issuing new Ordinary Shares in the Company to the ordinary shareholders who have, or are deemed to have, validly accepted such an offer in accordance with their respective entitlements.

Special resolutions

16. THAT, subject to the passing of resolution 14 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution as if Section 561(1) and sub-sections (1)–(6) of Section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
 - 16.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 14.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
 - 16.2 the allotment (otherwise than pursuant to paragraph 16.1 above) of equity securities up to an aggregate nominal value not exceeding £103,470;

and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company after the passing of this resolution but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
17. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the said Act) of Ordinary Shares provided that:
 - 17.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 20,694,077;
 - 17.2 the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 1 pence per share, being the nominal amount thereof;
 - 17.3 the maximum price (exclusive of expenses) which may be paid for such Ordinary Shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading systems SETS;
 - 17.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed; and
 - 17.5 the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract.
18. THAT a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the Company's next Annual General Meeting after the date of the passing of this resolution.

BY ORDER OF THE BOARD

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Company Secretary

Registered office:

Brittanic House

Stirling Way

Borehamwood

Hertfordshire WD6 2BT

Dated: 17 February 2014

Notice of Annual General Meeting continued

Notes to Notice

- (i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person").
- (ii) To appoint a proxy you may:
 - (a) use the proxy form enclosed with this Notice of Annual General Meeting. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, in each case no later than 12.00 noon on 17 March 2014 or not later than 48 hours before the time fixed for any adjourned meeting (as an alternative you may appoint a proxy electronically at www.capitashareportal.com); or
 - (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in notes (vi), (vii) and (viii) below.

Completion of the proxy form or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

You may submit your vote electronically at www.capitashareportal.com not later than 48 hours before the time fixed for the Annual General Meeting or adjourned meeting at which your proxy proposes to vote.

- (iii) Any member or his proxy attending the Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
- (iv) Pursuant to Section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6.00pm on 17 March 2014 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 12.00 noon on the day preceding the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (v) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (vi) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (vii) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("Euroclear UK & Ireland") and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent Capita Asset Services (CREST participant ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (viii) CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
- (ix) As at 14 February 2014 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 206,940,771 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 February 2014 are 206,940,771.
- (x) The information required to be published by Section 311(A) of the Act (information about the contents of this notice and numbers of shares in the Company and voting rights exercisable at the Meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this Notice) may be found at www.safestore.com.
- (xi) Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in Section 153(2) of the Act) may require the Company, under Section 527 of the Act to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Notes to Notice continued

- (xi) A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
- (xii) If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.

Explanatory notes to resolutions

Resolutions 5–10 – Re-election of Alan Lewis, Keith Edelman, Frederic Vecchioli and Adrian Martin and the election of Andy Jones and Ian Krieger as Directors (ordinary resolutions).

The UK Corporate Governance Code and the Company's Articles of Association require that a Director appointed during the preceding year should be subject to election at the Company's next Annual General Meeting. Accordingly, Andy Jones and Ian Krieger are standing for election as Directors at the Annual General Meeting. In addition, under the Company's Articles of Association, one-third of the Directors (other than newly appointed directors) are to retire from office and offer themselves for re-election. Further, notwithstanding the fact that the Company is not a FTSE 350 company, for this Annual General Meeting only, for the sake of good corporate governance (there having been an unusual number of changes to the Board since the last annual general meeting), it has been decided that the entire Board (and not just one-third of the Board) will be put up for re-election and therefore Alan Lewis, Keith Edelman, Frederic Vecchioli and Adrian Martin will stand for re-election to the Board. Resolutions 5–10 propose their election or re-election as Directors. The re-election and election of Directors will take effect at the conclusion of the meeting.

Resolution 12 – Approval of Directors' remuneration policy (ordinary resolution)

In relation to financial years beginning on or after 1 October 2013, the remuneration report for quoted companies must comprise (i) an annual remuneration report which discloses how the remuneration policy was implemented in the last financial year and (ii) a forward-looking remuneration policy which sets out the company's future policy on directors' remuneration. In addition to the annual advisory vote on the annual remuneration report, quoted companies are now required to put their directors' remuneration policy to a binding shareholders' vote at least every three years. Once the remuneration policy comes into effect, all remuneration payments and payments for loss of office must be consistent with the company's approved remuneration policy, or must be separately approved by shareholders.

Resolution 13 – Political donations and political expenditure (ordinary resolution)

Resolution 13 seeks to renew the authority granted at last year's Annual General Meeting for the Company to make political donations to political parties, to other political organisations and to independent election candidates or to incur political expenditure.

It is not the policy of the Company or its subsidiaries to make political donations of this type and the Directors have no intention of changing that policy. However, as a result of the wide definitions in the Act of matters constituting political donations, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Act.

This resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. If passed, resolution 13 would allow the Company and its subsidiaries:

- (i) to make donations to political parties or independent election candidates up to an aggregate limit of £100,000;
- (ii) to make donations to other political organisations up to an aggregate limit of £100,000; and
- (iii) to incur political expenditure (as defined in the Act) up to an aggregate limit of £100,000,

during the period up to the conclusion of the next Annual General Meeting of the Company whilst avoiding inadvertent infringement of the statute. Any political donation made or political expenditure incurred which is in excess of £2,000 will be disclosed in the Company's Annual Report for next year, as required by the Act. The authority will not be used to make political donations within the normal meaning of that expression.

Resolution 13 replaces a similar authority put in place at the Annual General Meeting held on 20 March 2013. No payments were made under this authority.

Resolution 14 – Directors' authority to allot shares or grant subscription or conversion rights (ordinary resolution)

The resolution asks shareholders to grant the directors authority under section 551 of the Act to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Act up to a maximum aggregate nominal value of £1,379,606, being approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at 14 February 2014. As at 14 February 2014, the Company did not hold any treasury shares. £689,802 of this authority is reserved for a fully pre-emptive rights issue. This is the maximum permitted amount under best practice corporate governance guidelines. The authority will expire at the next annual general meeting. However, the directors consider it important to have the maximum ability and flexibility commensurate with good corporate governance guidelines to raise finance to enable the company to respond to market developments and conditions. The directors have no present intention of exercising such authority. The resolution replaces a similar resolution passed at the annual general meeting of the Company held on 20 March 2013.

Notice of Annual General Meeting continued

Explanatory notes to resolutions continued

Resolution 15 – Authority to offer scrip dividends (ordinary resolution)

The Directors are proposing to offer an optional scrip dividend scheme (the “Scheme”) to commence with the 2014 interim dividend expected to be paid on or around 15 August 2014. The Scheme is subject to shareholder approval, and resolution 15 is being proposed at the Meeting to obtain that approval. Such a scheme will give shareholders the right to elect to receive new Ordinary Shares in the capital of the Company (credited as fully paid) instead of future cash dividends.

Details of how the scrip dividend will operate are set out in the Scheme Terms and Conditions Booklet which can be found on pages 9 to 22 of this document.

The Scheme is intended to replace the Company’s existing Dividend Reinvestment Plan (“DRIP”) and therefore the DRIP will be terminated if the Scheme is approved (such termination to occur following payment of the final dividend at resolution 4 of the above Notice). A letter giving notice of potential termination, subject to the passing of resolution 15, will be issued separately to DRIP participants. Existing participants in the DRIP will need to elect to participate in the Scheme with all other shareholders.

In line with relevant investor protection guidelines, the authority contained in resolution 15 is sought for five years. Unless circumstances change, the Directors would expect to seek an extension of this authority before it expires.

Resolution 16 – Disapplication of pre-emption rights (special resolution)

If the Directors wish to allot new shares or other equity securities for cash, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holding. The allotment of equity securities as referred to in this resolution includes the sale of any shares which the Company holds in treasury following a purchase of its own shares. Resolution 16 asks shareholders to grant the directors authority to allot equity securities for cash up to an aggregate nominal value of £103,470 (being 5% of the Company’s issued ordinary share capital as at 14 February 2014) without first offering the securities to existing shareholders. The Directors confirm that equity securities in excess of 7.5% of the Company’s issued ordinary share capital will not be issued for cash on a non pre-emptive basis over a rolling three year period without suitable advance consultation with shareholders. The resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise. The authority will expire at the next Annual General Meeting. The resolution replaces a similar resolution passed at the Annual General Meeting of the Company held on 20 March 2013.

Resolution 17 – Purchase of own shares by the Company (special resolution)

Resolution 17 to be proposed at the Annual General Meeting seeks authority from shareholders for the Company to make market purchases of its own Ordinary Shares, such authority being limited to the purchase of 10% of the Ordinary Shares in issue as at 14 February 2014. The maximum price payable for the purchase by the Company of its own Ordinary Shares will be limited to the higher of 5% above the average of the middle market quotations of the Company’s Ordinary Shares, as derived from the Daily Official List of the London Stock Exchange, for the five business days prior to the purchase and the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS. The minimum price payable by the Company for the purchase of its own Ordinary Share will be 1 pence per Ordinary Share (being the amount equal to the nominal value of an ordinary share). The authority to purchase the Company’s own Ordinary Shares will only be exercised if the directors consider that there is likely to be a beneficial impact on earnings per Ordinary Share and that it is in the best interest of the Company at the time. The resolution renews a similar resolution passed at the annual general meeting of the Company held on 20 March 2013. Such shares will remain in issue and are capable of being re-sold by the Company for cash, cancelled or used in connection with certain of its share schemes.

Options to subscribe for up to 2,589,843 Ordinary Shares have been granted and are outstanding as at 14 February 2014 (being the latest practicable date prior to publication of this document) representing 1.25% of the issued ordinary share capital at that date (excluding shares held in treasury). If the directors were to exercise in full the power for which they are seeking authority under resolution 17, the options outstanding as at 14 February 2014 would represent 1.39% of the ordinary share capital (excluding shares held in treasury) in issue following such exercise.

Resolution 18 – Calling of general meetings (special resolution)

Resolution 18 to be proposed at the Annual General Meeting seeks authority from shareholders to hold general meetings (other than Annual General Meetings) on 14 days’ clear notice. This is permissible under the existing Articles of Association of the Company and the Act. However, pursuant to the EU Shareholders’ Rights Directive and in accordance with published guidance from the Department of Business, Enterprise and Regulatory Reform, the Company must offer the facility, accessible to all shareholders, to vote by electronic means and must obtain specific shareholder approval annually in order to retain this ability. The Directors believe that there may be circumstances in which it will be important for the Company to be able to call meetings at such short notice. The shorter notice would not be used as a matter of course, but only where it is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. Accordingly, the Directors believe that it is important for the Company to retain this flexibility.

Directors’ recommendation

The Board of Directors considers that each of the resolutions being proposed at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings.

Safestore Holdings plc

Proxy form

For the 2014 Annual General Meeting to be held at 12.00 noon on Wednesday 19 March 2014

I/We the undersigned, being a holder of ordinary shares of 1 pence each of the capital of Safestore Holdings plc (the "Company"), hereby appoint the duly appointed Chairman of the meeting (see note 1 overleaf) or

(BLOCK CAPITALS PLEASE)

to act as my/our proxy at the Annual General Meeting of the Company to be held at 12.00 noon on 19 March 2014 at Brittanica House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick here if this proxy appointment is one of multiple appointments being made ☐

Please indicate with an "X" in the spaces provided how you wish your votes to be cast on a poll. Should this form be returned duly signed, but without specific direction, the proxy will vote or abstain at his/her discretion.

Ordinary resolutions	For	Against	Abstain	Discretion
1. To receive and adopt the Annual Report and Accounts for the year ended 31 October 2013				
2. To re-appoint PricewaterhouseCoopers LLP as auditors				
3. To authorise the Directors to determine the auditors' remuneration				
4. To declare a final dividend of 3.90 pence per ordinary share for the year ended 31 October 2013				
5. To re-elect Alan Lewis as a Director of the Company				
6. To re-elect Keith Edelman as a Director of the Company				
7. To re-elect Frederic Vecchioli as a Director of the Company				
8. To re-elect Adrian Martin as a Director of the Company				
9. To elect Andy Jones as a Director of the Company				
10. To elect Ian Krieger as a Director of the Company				
11. To receive and approve the Directors' remuneration report for the year ended 31 October 2013				
12. To approve the Directors' remuneration policy				
13. To authorise political donations and political expenditure				
14. To authorise the Directors to allot shares subject to the restrictions set out in the resolution				
15. To authorise the Directors to offer the scrip dividend scheme				
Special resolutions				
16. To authorise the disapplication of pre-emption rights subject to the limits set out in the resolution				
17. To authorise market purchases of ordinary shares up to a specified amount				
18. To reduce the notice period for general meetings other than an Annual General Meeting				

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting in respect of the resolutions specified and also on any other business (including amendments to resolutions) that may properly come before the Meeting.

Signature	Dated
Full name of registered holder(s)	
Address	
	Postcode

Please return this proxy form to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by no later than 12.00 noon on 17 March 2014.

As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at www.capitashareportal.com.

For an electronic proxy appointment to be valid, your appointment must be received by no later than 12.00 noon on 17 March 2014. You will be asked to enter the investor code shown on your share certificate or dividend tax voucher and agree to certain terms and conditions.

If you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in notes vi, vii and viii to the Notice of Annual General Meeting.

Notes

1. A member of the Company is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at a general meeting of the Company.

A member of the Company may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. When two or more valid but differing appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share. To appoint more than one proxy, you should contact Capita Asset Services at the address stated in the information included with this proxy form.

2. A member is entitled to appoint a proxy of his own choice. The Chairman of the meeting will act as proxy unless another proxy is chosen. A proxy need not be a member of the Company but must attend the meeting in person.
3. In the case of an individual, this proxy form should be signed by the appointer. In the case of a corporation, this proxy form must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy in respect of the holding will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names appear in the Register of Members in respect of the joint holding.
5. The proxy will act in his/her discretion in relation to any business at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
6. To be effective, the proxy form and any authority under which it is executed (or a certified copy of such authority) must be deposited with Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the meeting.
7. Completion and return of this proxy form will not prevent a member from attending and voting at the Annual General Meeting.
8. Any alteration or deletion must be signed or initialled.

THE SAFESTORE HOLDINGS PLC SCRIP DIVIDEND SCHEME IS SUBJECT TO SHAREHOLDER APPROVAL AT THE 2014 AGM. IF SHAREHOLDERS APPROVE THE SCHEME, THE SCHEME WILL APPLY TO RELEVANT DIVIDENDS COMMENCING WITH THE INTERIM DIVIDEND EXPECTED TO BE PAID IN AUGUST 2014 (NB THE SCHEME WOULD NOT APPLY TO THE FINAL DIVIDEND DECLARED AT THE 2014 AGM). IF SHAREHOLDERS DO NOT APPROVE THE SCHEME, THE SCHEME WILL NOT COME INTO EFFECT.

If you wish to receive dividends on your Ordinary Shares in cash, you do not need to take any action and may disregard this document and the Mandate Form.



SAFESTORE HOLDINGS PLC SCRIP DIVIDEND SCHEME TERMS AND CONDITIONS BOOKLET

(Incorporated in England and Wales under the Companies Act 1985
with registered number 04726380)

Important information

- Part D contains definitions of certain terms used in this document.
- The Scrip Dividend Scheme will in future apply to all dividends in respect of which a Scrip Dividend Alternative is offered.
- The operation of the Scrip Dividend Scheme is always subject to the Directors' discretion to make an offer of New Ordinary Shares in respect of any particular dividend. The Directors also have the power, after such an offer is made, to suspend or terminate the Scheme generally at any time prior to the allotment of the New Ordinary Shares pursuant to it and may scale back elections made under the Scrip Dividend Scheme in respect of any particular dividend. If the Directors suspend or terminate the Scheme, decide not to offer New Ordinary Shares in respect of any particular dividend or scale back elections made in respect of a particular dividend, Shareholders will receive their dividend in cash in full in the usual way (or, where there is a scaling back of elections, Shareholders will receive fewer shares and a greater cash component) on or as soon as reasonably practicable after the Relevant Dividend Payment Date.
- Subject to Shareholder approval of the Scrip Dividend Scheme, the Company will terminate its Dividend Reinvestment Plan ("the DRIP") in respect of dividends following the final dividend declared at the 2014 AGM (i.e. the DRIP will still apply to the final dividend declared at the 2014 AGM). Residual cash balances (i.e. any cash amount left over that was not sufficient to purchase an Ordinary Share in relation to past dividends) will be paid in accordance with the terms and conditions of the DRIP.
- The issue of Ordinary Shares under the Scrip Dividend Scheme may, as with cash dividends paid by the Company, be treated as a Property Income Distribution (a "PID") or a Non-property Income Distribution (a "non-PID"), as specified by the Company for each particular dividend. If specified as a PID, withholding tax may be payable in respect of the issue of Ordinary Shares under the Scrip Dividend Scheme. Confirmation of whether PID or non-PID treatment will apply will be given via a Regulatory Information Service provider and on the Company's website prior to the relevant Ex-dividend Date.
- Shareholders holding Ordinary Shares in certificated form who wish to elect to participate in the Scheme should complete a Mandate Form and return to Capita Asset Services. Shareholders completing a Mandate Form will be making an "evergreen" election, which will result in their receiving New Ordinary Shares instead of cash dividends unless and until such Mandate is cancelled.
- Shareholders holding Ordinary Shares in uncertificated form (i.e. through CREST) will need to elect to participate in the Scheme by submitting a CREST Dividend Election Input Message. Shareholders electing in respect of Ordinary Shares held through CREST will not be making an "evergreen" election and will need to submit a new CREST Dividend Election Input Message in respect of each Relevant Dividend.

IMPORTANT NOTICE

This document and the information contained in it is current as of 17 February 2014. Save to the extent regarding applicable law, Safestore shall be under no obligation to update this document or the information contained in it. In particular, Safestore shall not be under any obligation to update Part C of this document which is included only as a general guide. You are therefore advised to carefully read the important notice at the beginning of Part C of this document.

PART A

Safestore Holdings plc Scrip Dividend Scheme

1. What is the Scrip Dividend Scheme?

Safestore's Scrip Dividend Scheme is designed to enable Shareholders to receive, if they wish, New Ordinary Shares in the Company instead of a cash dividend in respect of future dividends proposed by the Company for which the Scrip Dividend Alternative is offered.

Shareholder approval to the Scrip Dividend Scheme is being sought at the Company's 2014 AGM. Under the terms of the Shareholder approval, if granted, the Scrip Dividend Scheme can be in force for an initial period of up to five years. If Shareholders approve the Scheme, the current DRIP will be terminated. The first dividend to which the Scrip Dividend Scheme will apply will be the interim dividend expected to be paid in August 2014.

The Scheme enables Shareholders to increase their shareholdings in the Company without incurring dealing costs and/or stamp duty. In addition, the Scheme benefits the Company as the cash, which would otherwise be paid out in dividends, is retained by the Company for use in the business. Each Shareholder's decision to elect to receive New Ordinary Shares should depend upon his or her own personal circumstances. If you are in any doubt as to the action you should take, you are advised to consult your independent financial adviser. Shareholders should also consider Part C of this Scheme booklet which contains a summary of certain taxation considerations. This summary is for information purposes only and if Shareholders are in any doubt as to their own taxation position, they should consult their professional advisers before taking any action.

The issue of Ordinary Shares under the Scrip Dividend Scheme may, as with cash dividends paid by the Company, be treated as a Property Income Distribution (a "PID") or a Non-property Income Distribution (a "non-PID"), as specified by the Company for each particular dividend. If specified as a PID, withholding tax may be payable in respect of the issue of Ordinary Shares under the Scrip Dividend Scheme. Confirmation of whether PID or non-PID treatment will apply will be given via a Regulatory Information Service provider and on the Company's website prior to the relevant Ex-dividend Date.

2. Conditions to the Scrip Dividend Scheme

The allotment and issue of New Ordinary Shares pursuant to the Scrip Dividend Scheme is, at all times, conditional upon:

- all authorities in respect thereof being in full force and effect, including the passing of any resolution of the Company required by law, regulations or the Company's Articles of Association (including the relevant Shareholder resolution to be voted on at the 2014 AGM); and
- the admission to the Official List of the UK Listing Authority and to trading on the Main Market of the London Stock Exchange of such New Ordinary Shares.

If, for any reason, these conditions have not been satisfied such that the Company cannot allot and issue New Ordinary Shares pursuant to the Scrip Dividend Scheme in respect of any dividend, participants will receive cash (as opposed to New Ordinary Shares) in respect of that dividend.

3. Who can join the Safestore Scrip Dividend Scheme?

All Shareholders who are resident in the United Kingdom may join the Scheme. Details regarding participation by overseas Shareholders are set out at Question 14 of this document.

4. How do I join the Scheme?

Certificated Shareholders

If you hold your Ordinary Shares in certificated form, you can join the Scheme by completing a Mandate Form (which may be amended from time to time) and sending it to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. You may also apply online at www.capitashareportal.com.

Shareholders holding their Ordinary Shares through CREST should note that any election made to participate in the Scrip Dividend Scheme will apply only to the next Relevant Dividend and not to any subsequent Relevant Dividends. Such Shareholders will need to make a separate election in respect of each Relevant Dividend where they wish to receive New Ordinary Shares instead of a cash dividend.

Please note that no acknowledgement of receipt of Mandate Forms will be issued.

A Mandate Form is enclosed with this document and may also be obtained separately from the Company's website at www.safestore.com or upon request from Capita Asset Services.

Mandate Forms must be received by Capita Asset Services by no later than 5.00pm on the Election Date for that, and subsequent, Relevant Dividends. Forms received after that time will be applied in time for the next Relevant Dividend (though note that Shareholders electing via CREST will need to make an election for each Relevant Dividend). Mandate Forms, once completed, remain in force for all future dividends until cancelled in writing. For further details see Questions 23 and 24.

Uncertificated Shareholders

Shareholders who hold their Ordinary Shares in CREST can only elect to receive Relevant Dividends in the form of New Ordinary Shares by use of the CREST Dividend Election Input Message. A CREST Dividend Election Input Message must be received by 5.00pm on the Election Date for the Relevant Dividend in order to be effective. Any Mandate Forms or other forms of instruction received from CREST holders will not be accepted and ignored. For further details please refer to Question 13.

Mandates

Upon submitting a Mandate to participate in the Scheme, each Shareholder is deemed to have:

- agreed to participate in the Scheme pursuant to the terms and conditions set out in this Scheme booklet (as amended from time to time); and
- authorised the Company or its agent (i) in the case of holdings in certificated form, to send to the Shareholder at the Shareholder's registered address any definitive share certificate in respect of New Ordinary Shares allotted and (ii) in the case of holdings in uncertificated form, to credit the New Ordinary Shares allotted to the Shareholder's CREST account on the date that dealings commence.

Shareholders holding their Ordinary Shares in certificated form will be deemed to be making an "evergreen" election, which will result in their receiving New Ordinary Shares instead of cash dividends as a matter of routine in respect of all future Relevant Dividends, unless such instruction is subsequently cancelled.

4. How do I join the Scheme? continued

Mandates continued

Details of the Relevant Dividend Payment Date, Ex-dividend Date, Record Date and Election Date for each Relevant Dividend will be available at the relevant time from the Company's website at www.safestore.com.

5. I was a participant in the DRIP – will I automatically receive New Ordinary Shares pursuant to the Scrip Dividend Scheme?

As the Company is proposing to introduce the Scrip Dividend Scheme, it is also proposing to terminate the existing DRIP which it currently makes available to Shareholders. This termination would occur following payment of the final dividend declared at the 2014 AGM (i.e. the DRIP will still apply to the final dividend declared at the 2014 AGM). Accordingly, if the Scheme is approved by Shareholders, all DRIP mandates will be terminated by notice (given following payment of the final dividend declared at the 2014 AGM) to the current participants in the DRIP scheme and any residual cash balances (i.e. any cash amount left over that was not sufficient to purchase an ordinary share in relation to past dividends) will be paid in accordance with the terms and conditions of the DRIP and, where applicable, under separate cover in the form of a cheque.

Participants in the DRIP will not automatically be deemed to have joined the Scrip Dividend Scheme and so where participants in the DRIP wish to join the Scheme they will need to return a Mandate Form or make an election via the CREST Dividend Election Input Message System. Accordingly, participants in the DRIP will receive cash dividends in respect of any Relevant Dividend unless they return a Mandate Form or submit an election via the CREST Dividend Election Input Message System, as applicable.

6. How many New Ordinary Shares will I receive?

In accordance with the Company's Articles of Association, a Shareholder's entitlement to New Ordinary Shares for Relevant Dividends will be calculated by taking the number of Ordinary Shares held by that Shareholder at the Record Date multiplied by the cash value in Pounds Sterling of the Relevant Dividend per share, as adjusted for any withholding tax if the Relevant Dividend is a PID, plus any residual Cash Balance held in respect of that Shareholder resulting from a previous Relevant Dividend and dividing it by the Scrip Calculation Price.

The Scrip Calculation Price shall be the average of the closing middle market quotations of an Ordinary Share derived from the London Stock Exchange Daily Official List for the five consecutive business days commencing on the Ex-dividend Date (or such other date as the Directors may deem appropriate). The results of this calculation will be announced by the Company on the London Stock Exchange and will be available on the Company's website: www.safestore.com.

Absent any requirement to withhold tax, the formula to determine the number of New Ordinary Shares that a Shareholder would receive pursuant to the Scheme is set out below:

$$\frac{\begin{aligned} &(\text{Number of Ordinary Shares held at the Record Date} \\ &\quad \times \text{cash value of the Scheme Dividend per share}) \\ &+ \text{any Cash Balance (if any)} \end{aligned}}{\text{Scrip Calculation Price}}$$

Where the Scrip Dividend Alternative is a PID, however, the number of New Ordinary Shares received will be reduced if withholding tax applies. An example of this is shown in paragraph (B) below.

If the Directors elect to scale back elections made by Shareholders, the number of New Ordinary Shares allocated to each Shareholder will be reduced on a pro-rata basis. Fractions of Ordinary Shares will not be allotted and any resulting Cash Balance in respect of Shareholders who hold their Ordinary Shares in certificated form will be carried forward, without interest, and included in the calculation of the next Relevant Dividend. Any Cash Balance arising for any Shareholder holding in CREST will not be retained and will be paid, in cash, to that Shareholder on the Relevant Dividend Payment Date. For further detail in relation to the treatment of Cash Balances, see Question 7 below.

If the amount of cash dividend to which a Shareholder is entitled in respect of any Relevant Dividend (after taking account of any withholding tax if that Relevant Dividend is a PID) and any Cash Balance held on behalf of that Shareholder are not sufficient for that Shareholder to be allotted at least one New Ordinary Share pursuant to the Scheme, that Shareholder will not be issued any New Ordinary Shares. Instead, in respect of a Shareholder who holds his or her Ordinary Shares in certificated form, that Shareholder's cash dividend entitlement will be added to their Cash Balance and carried forward to the next Relevant Dividend. Any Cash Balance that arises in relation to a PID or non-PID Scrip Dividend will be carried forward separately and included in the calculation for the next PID or non-PID Scrip Dividend Alternative, respectively. That Shareholder will still receive a Scrip Statement showing that no New Ordinary Shares have been issued in respect of the Relevant Dividend and noting the amount of the Cash Balance held by the Company in respect of that Shareholder. See the response to Question 9 below for further information on Scrip Statements.

(A) Worked example of a Scrip Dividend Alternative for a non-PID

Assuming the following:

- a Scrip Dividend Alternative with a cash value of 4.0 pence per Ordinary Share;
- a holding of 1,000 Ordinary Shares;
- a Scrip Calculation Price of £1.70; and
- the Directors do not elect to scale back elections made by Shareholders.

The Shareholder would be entitled to a total amount of cash dividend of £40 (i.e. 1,000 Ordinary Shares multiplied by the 4.0 pence cash value of the Relevant Dividend). This assumes no existing Cash Balance but this figure will (if appropriate) be added to any existing Cash Balance with the total cash value being applied towards New Ordinary Shares pursuant to the Scheme.

PART A continued

Safestore Holdings plc Scrip Dividend Scheme

6. How many New Ordinary Shares will I receive? continued

(A) Worked example of a Scrip Dividend Alternative for a non-PID continued

The number of New Ordinary Shares that the Shareholder would receive pursuant to the Scheme would be calculated as follows:

$$\frac{(1,000 \times £0.04)}{£1.70} = 23.53 \text{ new ordinary shares}$$

The Shareholder would be entitled to 23 New Ordinary Shares (i.e. 23.53 rounded down to the nearest whole number). A residual Cash Balance of £0.90, being the total value of the 23 New Ordinary Shares at the Scrip Calculation Price ($23 \times £1.70 = £39.10$), subtracted from £40.00, would then be carried forward and applied to the next Relevant Dividend paid as a non-PID.

(B) Worked example of a Scrip Dividend Alternative for a PID

Subject to certain exceptions, the Company is required to withhold tax at source (at the current rate of 20%) from its PIDs, whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative (see Part C of this document for further details about the withholding tax). The Company will satisfy its obligation to withhold tax at source of PIDs that are paid in the form of New Ordinary Shares by not issuing the full number of New Ordinary Shares to which a Shareholder would otherwise be entitled in respect of that PID and accounting to HMRC for withholding tax on the cash equivalent of the PID.

Where withholding tax applies, the formula used to calculate a Shareholder's entitlement to New Ordinary Shares in respect of future Scrip Dividend Alternatives that are PIDs is therefore modified so that the number of New Ordinary Shares issued is calculated by reference to 80% of the aggregate value of cash dividend foregone instead of the whole amount, together with any Cash Balance arising from a previous PID. If the withholding tax rate changes from 20%, the 80% figure will be adjusted accordingly.

Worked example

Assuming the following:

- a Scrip Dividend Alternative with a cash value of 4.0 pence per Ordinary Share;
- a withholding tax of 20%;
- a holding of 1,000 Ordinary Shares;
- a Scrip Calculation Price of £1.70; and
- the Directors do not elect to scale back elections made by Shareholders.

The Shareholder would be entitled to a total gross amount of cash dividend of £40 (i.e. 1,000 Ordinary Shares multiplied by the 4.0 pence cash value of the Relevant Dividend).

The number of New Ordinary Shares that the Shareholder would receive pursuant to the Scheme would be calculated as follows:

$$\frac{ (£40 \times 80\% = £32) }{ £1.70 } = 18.82 \text{ new ordinary shares}$$

The Shareholder would be entitled to 18 New Ordinary Shares (i.e. 18.82 rounded down to the nearest whole number). A residual Cash Balance of £1.40, being the total value of the 18 New Ordinary Shares at the Scrip Calculation Price ($18 \times £1.70 = £30.60$), subtracted from £32 (being £40 less withholding tax at 20%), would then be carried forward and applied to the next Relevant Dividend paid as a PID.

The example above assumes no Cash Balance has been brought forward in respect of a previous PID but this figure will (if appropriate) be added to any existing Cash Balance from previous Scrip Dividend Alternatives paid as PIDs with the total cash value being applied towards New Ordinary Shares pursuant to the Scheme.

Fluctuation in market value of Ordinary Shares and amount of withholding tax

The market value of the New Ordinary Shares at the time of issue may differ from the Scrip Calculation Price, and accordingly the market value of those additional New Ordinary Shares that would have been issued to the Shareholder absent any withholding tax requirement may not equate to the actual amount of withholding tax that the Company is required to account for to HMRC and in respect of which the Shareholder may be entitled to credit. No additional payment will be made to, or sought from, a Shareholder in respect of any such difference.

7. What is the Cash Balance?

When calculating each Shareholder's entitlement to New Ordinary Shares, it is possible that this will not give rise to an exact number of New Ordinary Shares. As fractions of New Ordinary Shares will not be issued under the Scheme, a Shareholder's entitlement to the cash value of these fractions at the Scrip Calculation Price (the "Cash Balance") will be retained by the Company (without interest) for the benefit of the relevant Shareholder and carried forward and included in the calculation for that Shareholder's entitlement to the next Scrip Dividend Alternative. Any Cash Balance that arises in relation to a PID will be carried forward separately and included in the calculation for the next PID Scrip Dividend Alternative. Any Cash Balance arising for any Shareholder holding in CREST will not be retained and will be paid, in cash to that Shareholder on the Relevant Dividend Payment Date.

If (i) an election ceases to remain in force; (ii) a Shareholder disposes of their entire holding of Ordinary Shares; (iii) the Company terminates the Scheme; or (iv) a sole Shareholder dies, becomes bankrupt, goes into liquidation or suffers from mental incapacity, any Cash Balance held will be paid (without interest) to the relevant Shareholder or their estate or trustee entitled thereto, as applicable, as soon as reasonably practicable.

8. Are there any circumstances in which I will not be issued New Ordinary Shares under the Scrip Dividend Scheme?

If on any occasion your cash dividend entitlement, after taking account of any withholding tax and any Cash Balance brought forward from previous Relevant Dividends, is insufficient to acquire at least one whole New Ordinary Share, you will not be issued with any shares pursuant to the Scheme for the Relevant Dividend. You will, however, receive a statement (a "Scrip Statement") explaining that no new shares have been issued under the Scheme and showing the amount of the Cash Balance that has been carried forward to the next dividend. For further details of the Scrip Statement, see Question 9 below.

The applicability of the Scrip Dividend Scheme for any dividend is also conditional on the Directors having the authority from Shareholders to offer Scrip Dividend Alternatives. An ordinary resolution is proposed at the 2014 AGM to give authority to the Directors to offer Scrip Dividend Alternatives for five years from 19 March 2014.

When future dividends are announced, the Company will advise whether the Scrip Dividend Scheme applies.

In addition, the Directors may amend, suspend or cancel the Scrip Dividend Scheme as further set out in Question 16. In such circumstances, Shareholders may receive the Relevant Dividend in cash.

9. How will I know how many New Ordinary Shares I have received?

On every occasion that the Scrip Dividend Alternative is offered under the Scrip Dividend Scheme, each participating Shareholder will receive a Scrip Statement and, where relevant, a share certificate for any New Ordinary Shares issued. A Shareholder's Scrip Statement will show:

- (a) the cash dividend which that Shareholder would otherwise have received;
- (b) the number of New Ordinary Shares issued to the Shareholder;
- (c) any Cash Balance carried forward to the next dividend payment; and
- (d) details of the "cash equivalent of the New Ordinary Shares" and any applicable withholding tax, which Shareholders will need for their tax return (for information regarding taxation, please refer to Part C).

10. Will my New Ordinary Shares have the same rights?

Yes, the New Ordinary Shares will carry the same voting rights as existing Ordinary Shares, will rank equally in all respects with the existing Ordinary Shares and will qualify for all future dividends.

11. Are the New Ordinary Shares included in the next scrip dividend?

Yes. All New Ordinary Shares issued as scrip dividends will automatically increase a Shareholder's shareholding on which the next entitlement to a scrip dividend will be calculated.

12. When will I receive my New Ordinary Shares?

Subject to the New Ordinary Shares being admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities, definitive share certificates and/or Scrip Statements will be posted, at the relevant Shareholder's risk, on or about the Relevant Dividend Payment Date.

CREST members who have validly elected to receive New Ordinary Shares will have their CREST accounts credited directly with the relevant New Ordinary Shares and will be notified via CREST on the same day the cash dividend is paid. If the Company is unable to do this under the provisions of the Uncertificated Securities Regulations 2001 or the facilities and requirements of CREST, the relevant New Ordinary Shares will be issued as certificated shares.

Applications will be made to each of the UK Listing Authority and the London Stock Exchange for any New Ordinary Shares issued under the Scheme to be admitted to the Official List of the UK Listing Authority and the London Stock Exchange's Main Market for listed securities respectively. In the unlikely event that the New Ordinary Shares are not admitted to listing, listing does not become effective or the New Ordinary Shares are not admitted to trading, the dividend for Shareholders who have chosen to receive New Ordinary Shares will be paid in cash on or as soon as reasonably practicable after the Relevant Dividend Payment Date.

13. What if I hold my Ordinary Shares wholly or partly in CREST?

Under the Uncertificated Securities Regulations 2001, if holdings of Ordinary Shares are held partly in certificated and partly in uncertificated form, the Company will treat such shareholdings as if they were separate shareholdings and a separate Mandate Form/CREST Dividend Election Input Message will need to be completed for each holding. See also Question 22.

To the extent that a holding is wholly or partly in uncertificated form at the Record Date for the Relevant Dividend, by submitting a CREST Dividend Election Input Message the relevant Shareholder is deemed to authorise the Company to issue New Ordinary Shares in uncertificated form in respect of that holding. Similarly, to the extent that a holding is in certificated form at the Record Date for the Relevant Dividend, or a Shareholder converts from certificated to uncertificated form after the relevant Record Date, by signing the Mandate Form the relevant Shareholder is deemed to authorise the Company to issue New Ordinary Shares in certificated form in respect of that holding.

Forms of Mandate other than CREST Dividend Election Input Messages, including paper forms of election, will not be accepted in respect of Ordinary Shares held through CREST.

The CREST Dividend Election Input Message must contain the number of Ordinary Shares relating to the election. If the number of elected Ordinary Shares is zero or left blank, the election will be rejected. If the number is greater than the Ordinary Shares held by the relevant Shareholder through CREST at the relevant Record Date, the election will be scaled back to the holding at the Record Date.

PART A continued

Safestore Holdings plc Scrip Dividend Scheme

13. What if I hold my Ordinary Shares wholly or partly in CREST? continued

Once an election is made using the CREST Dividend Election Input Message system it cannot be amended. Therefore, if a Shareholder wishes to change their Mandate, such Shareholder would need to cancel their previous Mandate and submit a new Mandate.

Shareholders electing to receive dividends in the form of New Ordinary Shares through the CREST Dividend Election Input Message system must submit a Dividend Election Input Message in respect of each Relevant Dividend otherwise the relevant Shareholders will receive their dividend in cash, by cheque or to any bank account previously elected for the receipt of dividends.

A CREST Dividend Election Input Message must be received by 5.00pm on the Election Date for the Relevant Dividend in order to be effective.

14. Can Shareholders outside the United Kingdom join the Scheme?

The right to receive New Ordinary Shares instead of cash in respect of dividends is not available to any person in any jurisdiction outside the United Kingdom where such an offer would require compliance by the Company with any governmental or regulatory procedures or any similar formalities.

The ability of Shareholders who have registered addresses outside of the United Kingdom, or who are resident or located in, or citizens of, countries other than the United Kingdom to participate in the Scrip Dividend Scheme may be affected by the laws of the relevant jurisdiction.

No person receiving a copy of this document or a Mandate Form in any such country or jurisdiction may treat such documents as offering a right to elect unless such an offer could lawfully be made without any such compliance.

Any Shareholder outside the United Kingdom wishing to receive New Ordinary Shares is responsible for ensuring, without any further obligation on the Company, that their election can be validly made without any further obligation on the part of the Company and to satisfy himself or herself as to the full observance of the laws of the relevant territory, including obtaining any governmental or other consents which may be required and observing all other necessary formalities.

By completing and returning a Mandate Form or submitting a CREST Dividend Election Input Message, each Shareholder will confirm that they are not resident in any jurisdiction that would require the Company to comply with any governmental or regulatory procedures or requirements or any similar formalities arising out of this election or holding any Ordinary Shares as nominee(s) or transferee(s) of any beneficial holder who is so resident.

15. What are the tax effects of electing to receive a Scrip Dividend Alternative?

The tax consequences for a Shareholder electing to receive New Ordinary Shares instead of a cash dividend will depend upon the personal circumstances of that Shareholder.

A summary of certain UK tax consequences of the Scrip Dividend Scheme as at 17 February 2014 is set out in Part C of this document. This summary is for information purposes only and if Shareholders are in any doubt as to their own taxation position, they should consult their professional advisers before taking any action.

16. Can the Company cancel or amend the Scrip Dividend Scheme?

The Directors have the discretion to cancel the Scheme but it is their current intention to offer a Scrip Dividend Alternative on a continuing basis.

The operation of the Scheme is always subject to the Directors' decision to offer a Scrip Dividend Alternative in respect of any particular dividend. The Directors also have the power, after such an offer is made, to amend, suspend or terminate the Scheme generally at any time prior to the allotment of the New Ordinary Shares pursuant to it and may scale back elections made under the Scrip Dividend Scheme in respect of any particular dividend.

If the Directors suspend or terminate the Scheme, decide not to offer New Ordinary Shares in respect of any particular dividend or scale back elections in respect of any particular dividend, Shareholders will receive their dividend in cash in full in the usual way (or, in the case of a scaling back of elections, in a greater amount than would otherwise be the case) on or as soon as reasonably practicable on or after the Relevant Dividend Payment Date.

In the case of any amendment, existing Scrip Dividend Scheme elections (unless otherwise specified by the Directors) will be deemed to remain valid under the modified arrangements unless and until Capita Asset Services receives a cancellation from non-CREST participants or CREST participants input their instructions to cancel, which must be received by no later than 5.00pm on the Election Date for the Relevant Dividend.

PART B

The Mandate

17. What are the Mandate Form and the CREST Dividend Election Input Message?

The Mandate Form must be completed by each Shareholder or joint Shareholder who holds Ordinary Shares in certificated form in order to participate in the Scrip Dividend Scheme and to receive New Ordinary Shares for all future dividends for which a Scrip Dividend Alternative is offered. An election will remain valid in respect of all Relevant Dividends unless and until cancelled in writing by the Shareholder or until the Scheme is cancelled by the Company.

The CREST Dividend Election Input Message must be submitted by each Shareholder who holds Ordinary Shares in uncertificated form via CREST in order to participate in the Scrip Dividend Scheme and to receive New Ordinary Shares for the next dividend for which a Scrip Dividend Alternative is offered. A fresh CREST Dividend Election Input Message will need to be submitted for each Relevant Dividend. In relation to such Shareholders, other forms of election, including by way of a Mandate Form, will not be accepted by Capita Asset Services and ignored.

18. Can I complete a Mandate Form or submit a CREST Dividend Election Input Message for part of my holding?

No. Mandates will not be accepted for part of a shareholding and will apply to the full number of Ordinary Shares registered in a Shareholder's name on the relevant Record Date. See Question 22 in respect of Shareholders with more than one shareholding.

Notwithstanding this, the Company may, at its discretion, permit a Shareholder to elect in respect of a lesser number of Ordinary Shares than their full shareholding where that Shareholder is acting on behalf of more than one beneficial owner (e.g. through a nominee shareholding). A CREST Dividend Election Input Message must contain the number of Ordinary Shares for which the election is being made. A cash dividend will automatically be paid on any Ordinary Shares which are not specified in a CREST Dividend Election Input Message.

19. Does the election apply to Ordinary Shares held in joint names?

Yes, for as long as the Ordinary Shares are held jointly, but all joint Shareholders must sign the Mandate Form. In the case of a CREST Dividend Election Input Message, there is no requirement that the CREST Dividend Election Input Message be authenticated by all joint Shareholders.

20. What happens if I buy more shares?

If a Shareholder buys Ordinary Shares prior to the Ex-dividend Date for any Relevant Dividend, that Shareholder may be entitled to the dividend on those shares and they are advised to contact their stockbroker or other agent through whom the purchase was made without delay so as to ensure that the purchased shares are registered promptly in their name before the Record Date for the Relevant Dividend. For certificated Shareholders, any additional Ordinary Shares that the Shareholder buys, and that are registered in their name prior to the Record Date for the Relevant Dividend for any dividend they are entitled, will be covered by the Mandate they have submitted and such Shareholder will receive New Ordinary Shares instead of cash dividends for their entire holding. Where shares are held in CREST, Shareholders should contact the appropriate party as any newly acquired shares may not be covered by the election instruction given to Capita Asset Services by the CREST provider.

If a Shareholder buys Ordinary Shares on or after the Ex-dividend Date for any Relevant Dividend, that Shareholder will not be entitled to receive that dividend in respect of those Ordinary Shares.

21. What happens if I sell part of my holdings?

If a Shareholder sells any of their Ordinary Shares prior to the first day such shares are quoted ex-dividend for any Relevant Dividend, they may not be entitled to the dividend on those shares and they are advised to contact their stockbroker or other agent through whom the sale was effected without delay as there may be a claim for the cash amount of the dividend by the purchaser.

If a Shareholder sells part of their shareholding prior to the relevant Record Date for any dividend and such sale is registered in the Company's register of members prior to the relevant Record Date, the Scheme will only apply to their remaining Ordinary Shares.

Where shares are held in CREST, Shareholders should contact the appropriate party to ensure that any recently sold shares are not included in the election instruction given to Capita Asset Services by the CREST provider.

22. What happens if I have more than one holding?

If a Shareholder's Ordinary Shares are registered in more than one holding and they want to receive New Ordinary Shares instead of cash dividends in respect of each holding, they must complete a separate Mandate Form or submit a separate CREST Dividend Election Input Message for each holding.

Shareholders who hold some of their Ordinary Shares in certificated form and some in uncertificated form will be required to elect to participate in the Scrip Dividend Scheme for each of their certificated and uncertificated holdings separately.

23. Can I cancel my Mandate?

Shareholders may cancel their Mandate at any time.

Shareholders who hold their Ordinary Shares in certificated form can cancel their Mandate to participate in the Scrip Dividend Scheme by writing to Capita Asset Services (or, if they have applied via www.capitashareportal.com cancelling on that website). For a cancellation instruction to be effective for a particular Relevant Dividend, it must be received by 5.00pm on the Election Date before the Relevant Dividend Payment Date. If a cancellation instruction is received after that date, it will apply to all subsequent dividends. See the address for Capita Asset Services at Question 25.

CREST Shareholders can only cancel their Mandate through the CREST system. CREST Dividend Election Input Messages should not be used to change a Mandate in respect of the Scrip Dividend Scheme that was not made through CREST. A CREST notice of cancellation will take effect on its receipt and will be processed by Capita Asset Services in respect of the next Relevant Dividend payable after the date of receipt of such notice. A notice of cancellation must be received by 5.00pm on the Election Date for the Relevant Dividend for it to be effective. For shares held in CREST via a broker or nominee, please contact the broker or nominee as earlier lodgement dates may apply to permit them to advise the Capita Asset Services by the required date.

All CREST Mandates will lapse automatically after the Relevant Dividend for which the election has been made.

24. When will my Mandate be cancelled?

Mandates will be regarded as cancelled in respect of any Ordinary Shares that a Shareholder sells or otherwise transfers to another person and regarded as fully cancelled on the sale or transfer of the whole of a Shareholder's shareholding. This will take effect from registration of the relevant share transfer.

Mandates will be regarded as cancelled immediately on notice being given to Capita Asset Services of the death, bankruptcy, liquidation or mental incapacity of a Shareholder, unless the Shareholder was a joint Shareholder, in which case participation of the other joint Shareholder(s) will continue.

All Mandates will be cancelled on the fifth annual general meeting following the date of this document, pursuant to the Company's Articles of Association, unless the authority to offer the Scrip Dividend Scheme is renewed at that meeting, in which case Shareholders will be able to continue to elect to participate in the Scrip Dividend Scheme for future Relevant Dividends. "Evergreen" elections made by certificated Shareholders will automatically remain valid for the period of the renewed authority.

As explained above, Mandates submitted by Shareholders holding Ordinary Shares through CREST will apply to one Relevant Dividend only and will automatically lapse thereafter. Mandates submitted by Shareholders holding Ordinary Shares in certificated form are "evergreen" elections. See also Question 1.

Mandates may also be cancelled voluntarily by a Shareholder. Please see Question 23 above for further details.

25. What do I do if I have any questions or want to notify changes?

If you have any questions about the procedure for election or on how to complete the Mandate Form, please contact Capita Asset Services between 9.00am and 5.00pm (London time) Monday to Friday (except UK public holidays) on 0871 664 0321 (calls cost 10 pence per minute plus network extras) from within the UK or +44 (0)20 8639 3399 if calling from outside the UK. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scrip Dividend Scheme nor give any personal, financial, legal or tax advice. Additional Mandate Forms are available from Capita Asset Services on request. Alternatively, you may email Capita Asset Services at shareholderenquiries@capita.co.uk.

Mandate Forms should be returned by post or (during normal business hours only) by hand to the following address:

Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. You may also apply online at www.capitashareportal.com.

Requests to withdraw from the Scrip Dividend Scheme should be submitted in writing to Capita Asset Services at the address (or, where applicable, the website) stated above.

26. What is the governing law of the Scheme?

The Scheme (including any Mandate Form, CREST Dividend Election Input Message, election(s), instruction(s) and authorisation(s) given by any Shareholder) is subject to the Company's memorandum and Articles of Association in force from time to time and is governed by and its terms and conditions are to be construed in accordance with English law. By electing to receive New Ordinary Shares a Shareholder agrees to submit to the exclusive jurisdiction of the English courts in relation to the Scheme.

PART C

Taxation Guidelines

The following statements are intended to apply only as a general guide to UK tax law and to the current practice of HMRC as at 17 February 2014, both of which are subject to change at any time, possibly with retrospective effect. They are not advice. Except in so far as express reference is made to the treatment of non-UK residents, the following statements are intended to apply only to Shareholders who are resident (or, in the case of an individual, domiciled and resident) in the UK for UK tax purposes, who hold their Ordinary Shares as investments and who are the absolute beneficial owners of such Ordinary Shares. The statements do not apply to certain classes of Shareholders, such as Substantial Shareholders, Shareholders that are themselves REITs, dealers in securities or distributions, broker-dealers, insurance companies, collective investment schemes, persons who hold their shares by virtue of an interest in any partnership and persons who have acquired (or are deemed for tax purposes to have acquired) their shares by reason of office or employment.

Shareholders who are in any doubt as to their tax position or who are resident or domiciled in or subject to tax in a jurisdiction other than the UK should consult their own professional advisers immediately.

1. General

As part of a REIT, UK resident members of the Safestore REIT Group and non-UK resident members of the Safestore REIT Group with a UK qualifying property rental business will not pay UK direct taxes on profits and capital gains from their qualifying property rental businesses in the UK and, in the case of UK resident members, qualifying property rental businesses elsewhere (the **"Tax-exempt Business"**), provided that certain conditions are satisfied. Instead, distributions in respect of the Tax-exempt Business will generally be treated for UK tax purposes as UK property income in the hands of Shareholders. However, corporation tax will still be payable in the normal way in respect of income and gains from the Safestore REIT Group's business (generally including any property trading business) not included in the Tax-exempt Business (the **"Residual Business"**). A distribution made by the Company in respect of profits or gains of the Tax-exempt Business of the UK resident members of the Safestore REIT Group is referred to as a **"Property Income Distribution"** or **"PID"**. A distribution made paid by the Company that is not a PID will be referred to as a **"non-PID"**.

A cash dividend may be paid as a PID, a non-PID or a mixture of the two. Following the enactment of the Finance (No. 3) Act 2010 the issue of New Ordinary Shares in lieu of a cash dividend can also qualify as a PID, a non-PID or a mixture of the two.

2. Taxation of Property Income Distributions ("PIDs")

The statements made in this Section 2 relate only to certain limited aspects of the UK taxation treatments of PIDs paid by the Company whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative.

Amount received

Shareholders who receive New Ordinary Shares to which PID treatment applies will be regarded as having received a PID equal to the "cash equivalent" of the New Ordinary Shares. The cash equivalent of the New Ordinary Shares will be the amount of the cash dividend the Shareholder would have received had they not elected to receive New Ordinary Shares instead, unless the market value of the New Ordinary Shares on the first day of dealings on the London Stock Exchange (the **"Opening Value"**) (in accordance with the Section 412 of the Income Tax (Trading and Other Income) Act 2005) differs by 15% or more of that market value from the Scrip Calculation Price, in which case the Opening Value will be used to determine the cash equivalent of the New Ordinary Shares for taxation purposes (the **"Market Value Rule"**). Where withholding tax applies and the cash equivalent falls to be determined by grossing up the value of the New Ordinary Shares at the Opening Value under the Market Value Rule the cash equivalent is determined by reference to the withholding tax rate, currently 20%. This equates to multiplying the value of the New Ordinary Shares by 1.25.

When references are made below to a PID, the amount of that PID is (i) in the case of a PID in the form of New Ordinary Shares, the cash equivalent (as determined above) of the New Ordinary Shares and (ii) in the case of a cash PID, the amount of that cash PID (before any applicable withholding tax).

(i) Individuals

(A) Income tax

Subject to certain exceptions, a PID (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative) will generally be treated in the hands of Shareholders who are individuals as the profit of a single UK property business (as defined in section 264 of the Income Tax (Trading and Other Income) Act 2005). A PID is, together with any PID from any other REIT, treated as a separate UK property rental business from any other UK property business (a **"different UK property business"**) carried on by the relevant Shareholder. This means that any surplus expenses from a Shareholder's different UK property business cannot be offset against a PID as part of a single calculation of the profits of the Shareholder's UK property business. No tax credit will be available in respect of PIDs (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative), but where tax has been withheld at source, individual Shareholders who are not liable to tax may be entitled to claim repayment of some or all of the tax withheld on their PID and accounted for to HMRC by the Company.

Please see also paragraph 2(v) (Withholding tax).

(B) Capital gains tax

A Shareholder who is an individual resident (for tax purposes) in the United Kingdom and who receives New Ordinary Shares instead of a cash PID from the Company will be treated as having acquired those New Ordinary Shares for an amount equal to the cash equivalent.

(ii) Registered pension schemes and charities

A registered pension scheme, or charity, resident (for tax purposes) in the UK, should generally have no liability to UK tax in respect of a PID (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative).

Please see also paragraph 2(v) (Withholding tax).

2. Taxation of Property Income Distributions (PIDs) continued**Amount received** continued**(iii) Corporate Shareholders (other than pension funds and charities)**

Subject to certain exceptions, a PID (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative) will generally be treated in the hands of Shareholders who are within the charge to corporation tax as profit of a UK property business (as defined in section 205 of the Corporation Tax Act 2009). A PID is, together with any property income distribution from any other company to which Part 12 (Real Estate Investment Trusts) of the Corporation Tax Act 2010 applies, treated as a separate UK property business from any other UK property business (a **"different UK property business"**) carried on by the relevant Shareholder. This means that any surplus expenses from a Shareholder's different UK property business cannot be off-set against a PID as part of a single calculation of the Shareholder's UK property business profits.

Please see also paragraph 2(v) (Withholding tax) below.

(iv) Taxation of Shareholders who are not resident for tax purposes in the UK

Where a Shareholder who is resident for tax purposes outside the UK receives a PID (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative), the PID will generally be chargeable to UK income tax as profit of a UK property business and this tax will generally be collected by way of a withholding.

Please see also paragraph 2(v) (Withholding tax) below.

(v) Withholding tax**A) General**

Subject to certain exceptions summarised at paragraph (D) below, the Company will be required to withhold tax at source at the basic rate (currently 20%) from its PIDs (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative). In the case of a cash PID, the Company will provide Shareholders with a certificate setting out the gross amount of the PID, the amount of tax withheld, and the net amount of the PID. If the PID is received by the Shareholder in the form of New Ordinary Shares, instead of receiving a certificate, the Shareholder will receive a Scrip Statement that will set out the cash PID forgone, the number of New Ordinary Shares issued to the Shareholder, details of the cash equivalent of the New Ordinary Shares, the amount of any Cash Balance carried forward and the applicable withholding tax amount.

(B) Shareholders domiciled and solely resident in the UK

Where tax has been withheld at source, Shareholders who are individuals may, depending on their particular circumstances, either be liable to further tax on their PID at their applicable marginal rate, or be entitled to claim repayment of some or all of the tax withheld on their PID. Shareholders who are corporations will generally be liable to pay corporation tax on their PID (see paragraph 2(iii) above) and if (exceptionally) income tax is withheld at source, the tax withheld can be set against their liability to corporation tax or income tax which they are required to withhold in the accounting period in which the PID is received.

(C) Shareholders who are not resident for tax purposes in the UK

It is not possible for a Shareholder to make a claim under a double tax treaty for a PID to be paid by the Company gross or at a reduced rate. The right of a Shareholder to claim repayment of any part of the tax withheld from a PID will depend on the existence and terms of any double tax convention between the UK and the country in which the Shareholder is resident.

(D) Exceptions to requirement to withhold income tax

Shareholders should note that in certain circumstances the Company must not withhold income tax at source from a PID (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative). These include where the Company reasonably believes that the person beneficially entitled to the PID is a company resident for tax purposes in the UK or a company resident for tax purposes outside the UK with a permanent establishment in the UK which is required to bring the PID into account in computing its chargeable profits (and is not a Tax Elected Fund within the meaning of regulation 69Z42(2) of the Authorised Investment Fund (Tax) Regulations 2006). They also include (i) where the Company reasonably believes that the person beneficially entitled to the PID is, inter alia, a charity, a local authority or a health service body (in each case as defined in regulation 7 of the Real Estate Investment Trusts (Assessment and Recovery of Tax) Regulations 2006) and (ii) where the Company reasonably believes that the PID is paid to the scheme administrator of a registered pension scheme, the sub-scheme administrator of certain pension sub-schemes, the account manager of an Individual Savings Account, the plan manager of a Personal Equity Plan, or the account provider for a child trust fund, in each case, provided the Company reasonably believes that the PID will be applied for the purposes of the relevant fund, scheme, account or plan. In order to pay a PID without withholding tax, the Company will need to be satisfied that the Shareholder concerned is entitled to that treatment. For that purpose the Company will require such Shareholders to submit a valid "Declaration of Eligibility" (copies of which may be obtained from the "Shareholder information – REIT information" section of our website (www.safestore.com/investors/shareholder_information/reit_information) or can be obtained from Capita Asset Services by calling its shareholder helpline). Shareholders should note that the Company may seek recovery from Shareholders if the statements made in their Declaration are incorrect and the Company suffers tax as a result. The Company will, in some circumstances, suffer tax if it's reasonable belief as to the status of the Shareholder turns out to have been mistaken.

(vi) Stamp duty and SDRT

No stamp duty or SDRT will be payable on the receipt of a PID (whether paid in cash or in the form of New Ordinary Shares pursuant to a Scrip Dividend Alternative).

3. Taxation of non-property income distributions (non-PID)

The Company may pay cash dividends as non-PIDs in cash or by issuing New Ordinary Shares instead of a cash dividend. Under current UK tax law, the Company will not be required to withhold tax at source from non-PID payments it makes (whether in cash or in the form of New Ordinary Shares).

(i) Individuals

(A) Income tax

A Shareholder who is an individual resident (for tax purposes) in the United Kingdom and who receives a non-PID from the Company will be subject to tax on the amount (the **"gross amount"**) which, where the non-PID is received in the form of New Ordinary Shares, is equal to the cash equivalent of those New Ordinary Shares or, where the non-PID is paid in cash, is the actual cash non-PID paid by the Company, in each case grossed up by income tax at the dividend ordinary rate (currently 10%). The gross amount will be regarded as the top slice of the individual's income and the individual will be subject to tax on it as dividend income.

The individual will also be treated as having paid tax at the dividend ordinary rate on the gross amount (except to the extent that the individual is not taxable on the gross amount as a result of the availability of a relief or allowance). The tax which the individual will be deemed to have paid will therefore discharge the individual's liability to tax in respect of the gross amount, unless and except to the extent that the gross amount falls above the threshold for the higher rate of income tax, in which case the individual will, to that extent, pay tax on the gross amount at the dividend upper rate (currently 32.5%) less the tax which the individual will be treated as having paid at the dividend ordinary rate. So, for example, an individual receiving New Ordinary Shares with a cash equivalent of £90 will be treated as having paid tax of £10. If the individual is not liable to income tax at the higher rate, that individual's liability in respect of the scrip dividend will be 10% of the gross amount of £100, or £10. Consequently, that individual's liability will be discharged in full by the tax of £10 which that individual will be treated as having paid and so that individual will have no further liability to tax in respect of the non-PID. If that individual is liable to income tax at the higher rate, that individual's tax liability in respect of the non-PID will be 32.5% of the gross amount of £100, or £32.50. After taking into account the tax of £10 which that individual will be treated as having paid, this will leave a net tax charge of £22.50 (which equates to 25% of the dividend received).

If that individual is liable to income tax at the additional rate (currently 45%), that individual will be subject to tax on the gross dividend at the rate of 37%, to the extent that the gross dividend falls above the threshold for the additional rate of income tax. After setting off the tax credit comprised in the gross dividend, the Shareholder will, accordingly, have to account for income tax equal to 27.5% of the gross dividend (which equates to approximately 30.6% of the dividend received).

The "cash equivalent" of any New Ordinary Shares received in lieu of a cash dividend will be the amount of the cash dividend foregone unless the difference between that amount and the market value of the New Ordinary Shares received in lieu of the cash dividend calculated on the first day of dealing on the London Stock Exchange (in accordance with Section 412 of the Income Tax (Trading and Other Income) Act 2005) is equal to or greater than 15% of that market value, in which case the cash equivalent will be that market value.

A UK resident Shareholder who is an individual who is not liable to income tax in respect of the gross dividend will not be entitled to any payment from HMRC in respect of any part of the tax that is deemed to have been paid.

(B) Capital gains tax

A Shareholder who is an individual resident (for tax purposes) in the United Kingdom and who receives New Ordinary Shares instead of a cash non-PID from the Company will be treated as having acquired those New Ordinary Shares for an amount equal to the cash equivalent.

(ii) Registered pension schemes and charities

Generally, a registered pension scheme, or charity, resident (for tax purposes) in the United Kingdom, that receives a non-PID (whether in cash or New Ordinary Shares) will not be subject to tax on receipt of the non-PID nor will it be entitled to a tax credit in respect of such non-PID. Accordingly, no payment in respect of such a tax credit can be claimed from HMRC. Registered pension schemes, or charities, resident (for tax purposes) in the United Kingdom should not generally be subject to UK taxation on any chargeable gain arising on a subsequent disposal of their New Ordinary Shares.

(iii) Corporate Shareholders other than pension funds and charities

To the extent that a company that is resident (for tax purposes) in the United Kingdom receives a non-PID as New Ordinary Shares instead of a cash dividend from the Company, the issue of the New Ordinary Shares should be treated as a bonus issue for which there is no acquisition cost. Consequently, the calculation of any chargeable gain or allowable loss on a future disposal of, or of part of, that company's enlarged holding should fall to be made by reference to the base cost of the original holding only.

Subject to special rules for small companies, UK resident Shareholders within the charge to UK corporation tax will be subject to UK corporation tax on cash non-PIDs paid by the Company, unless the non-PIDs fall within an exempt class and certain conditions are met. It is expected that the cash non-PIDs paid by the Company would generally be exempt from UK corporation tax. Shareholders within the charge to corporation tax are nevertheless advised to consult their independent professional tax advisers in relation to the implications of the legislation.

3. Taxation of non-property income distributions (non-PID) continued

(iv) Shareholders resident (for tax purposes) outside the United Kingdom

Shareholders who are not resident for tax purposes in the UK and who do not carry on a trade, profession or vocation in the UK will generally have no further UK tax to pay upon receipt of a non-PID (whether in cash or New Ordinary Shares). Such Shareholders will not have any entitlement to a tax credit upon receipt of such non-PID. Shareholders who are not resident (for tax purposes) in the UK will not generally be subject to UK tax on chargeable gains on a disposal of their New Ordinary Shares. However, Shareholders who are individuals who are temporarily resident (for tax purposes) outside the UK may, in certain circumstances, be subject to UK tax in respect of gains realised while they are not resident in the UK.

(v) Stamp duty and SDRT

No stamp duty or SDRT will be payable on the receipt of a non-PID (whether in cash or the issue of New Ordinary Shares pursuant to a Scrip Dividend Alternative).

PART D

Definitions

The following definitions apply throughout this document and to the accompanying documents unless the context otherwise requires:

“2014 AGM”	the Annual General Meeting of the Company to be held on 19 March 2014
“Capita Asset Services”	Capita Asset Services is a trading name of the Company's registrars, Capita Registrars Limited
“Cash Balance”	the cash value of any fractions of New Ordinary Shares that are not issued to Shareholders pursuant to a Scrip Dividend Alternative
“Company” or “Safestore”	Safestore Holdings plc
“CREST”	the relevant system as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755) in respect of which Euroclear UK and Ireland Limited is the operator
“Directors”	the directors of the Company, from time to time
“DRIP”	the Company's Dividend Reinvestment Plan
“Election Date”	the day by which Mandates must be received by Capita Asset Services, as announced by the Company as the applicable deadline for the dividend concerned and expected to be at least 15 business days before the Relevant Dividend Payment Date
“Ex-dividend Date”	the day the Ordinary Shares are first quoted “ex” for the Relevant Dividend
“Group”	the Company and its subsidiaries from time to time
“HMRC”	Her Majesty's Revenue and Customs
“Safestore Holdings plc's Scrip Dividend Scheme”, “Scrip Dividend Scheme” or “Scheme”	the offer to receive New Ordinary Shares instead of a cash dividend for all Relevant Dividends, comprising the terms and conditions contained in this document, as amended from time to time
“Safestore REIT Group”	the group of which Safestore Holdings plc is the principal company for the purposes of Section 606 of the Corporation Tax Act 2010
“London Stock Exchange”	means the London Stock Exchange PLC
“Mandate”	the instructions of a Shareholder as set out in a valid Mandate Form or as submitted via a CREST Dividend Election Input Message, as the case may be
“Mandate Form”	a mandate, in a form provided by the Company (and which may be in hard copy form or via an online form), from a Shareholder holding Ordinary Shares in certificated form to the Directors to allot New Ordinary Shares under the terms of Scrip Dividend Scheme in respect of Relevant Dividends
“New Ordinary Shares”	new Ordinary Shares to be issued, credited as fully paid up, pursuant to the Scrip Dividend Scheme or, as the case may be, Treasury Shares
“non-PID”	any distribution paid by the Company that is not a PID
“Ordinary Shares”	ordinary shares of 1 pence each in the capital of the Company
“PID”	has the meaning given to that term in Part C (Taxation Guidelines)
“Real Estate Investment Trust” or “REIT”	a real estate investment trust
“Record Date”	the date on which Ordinary Shares must be held in order for a Shareholder to be eligible to receive a declared dividend
“Relevant Dividend”	dividends proposed by the Company for which the Scrip Dividend Alternative is offered
“Relevant Dividend Payment Date”	in respect of a Relevant Dividend, the date on which it will be paid
“Scrip Calculation Price”	the average of the closing middle market quotations of an Ordinary Share, derived from the London Stock Exchange Daily Official List, for the five consecutive business days commencing on a date to be determined by the Company
“Scrip Dividend Alternative”	the offer by the Company to Shareholders to receive New Ordinary Shares instead of a cash dividend in respect of Relevant Dividends pursuant to Safestore Holdings plc's Scrip Dividend Scheme
“Scrip Statement”	the written statement delivered to each Shareholder who has joined Safestore Holdings plc's Scrip Dividend Scheme on every occasion that the Scrip Dividend Alternative is offered, which sets out, inter alia, details of the New Ordinary Shares issued to the Shareholder and any Cash Balance carried forward
“SDRT”	stamp duty reserve tax
“Shareholder”	holder of Ordinary Shares

PART D continued

Definitions

“Substantial Shareholder”	<p>a company that:</p> <ul style="list-style-type: none">(i) is beneficially entitled, directly or indirectly, to 10% or more of the Company’s dividends; or(ii) is beneficially entitled, directly or indirectly, to 10% or more of the Company’s share capital; or(iii) controls, directly or indirectly, 10% or more of the voting rights of the Company, and <p>for the purposes of this definition, “company” includes any body corporate and certain entities that are deemed to be bodies corporate for the purposes of overseas jurisdictions with which the UK has a double taxation agreement or for the purposes of such double tax agreements</p>
“Treasury Shares”	Ordinary Shares of 1 pence each in the capital of the Company, as held in treasury
“UK”	United Kingdom

Reference in this booklet and the Mandate Form to “issue”, “issued”, “allot”, “allotted” and “allotment” in respect of New Ordinary Shares shall include the sale or transfer of Treasury Shares made to Shareholders in satisfaction of elections to receive New Ordinary Shares made under the Scrip Dividend Scheme.

Safestore Holdings plc

Scrip Dividend Scheme Mandate Form

If you wish to participate in the Safestore Holdings plc Scrip Dividend Scheme, please sign and return this form to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

This document is important. If you are in any doubt as to the action you should take, you should seek your own advice from an independent professional adviser.

Name of shareholder
(or joint shareholders):

Address including postcode:

Investor Code: (IVC):

Your IVC can be found on
your share certificate/dividend
tax voucher

To be effective for a particular dividend, your Mandate Form must be received by Capita Asset Services by no later than the date announced by the Company as the applicable deadline for the dividend concerned and expected to be at least 15 business days before the relevant dividend payment date. **If you wish to continue to receive your dividends in cash or you hold your Ordinary Shares in uncertificated form (that is in CREST), you should NOT complete or return this Mandate Form. Forms received in respect of an uncertificated account will not be accepted and will be rejected.**

Unless revoked, this Mandate Form will apply to all future dividends in respect of which a scrip dividend alternative is offered by the Directors in respect of your entire shareholding. This Mandate Form may be revoked by you at any time by writing to Capita Asset Services at the above address.

To the Directors of Safestore Holdings plc

I/We the undersigned, being the registered holder(s) of Ordinary Shares in the Company*, confirm that I/we have read and understood the terms and conditions of the Scrip Dividend Scheme. I/We hereby elect to receive an allotment of New Ordinary Shares of 1p each in the capital of the Company instead of cash, in respect of any future dividend for which a scrip dividend is offered, for my/our maximum entitlement, subject to and in accordance with the Articles of Association of the Company and the terms and conditions of the Scrip Dividend Scheme as modified from time to time and for which shareholder approval was granted at the Company's Annual General Meeting held on 19 March 2014.

By signing this Mandate Form I/we confirm that I/we am/are not prohibited from receiving or electing to receive scrip dividends in accordance with the terms and conditions of the Scrip Dividend Scheme and the regulatory and legal requirements of any applicable overseas jurisdiction.

I/We hereby authorise you to make payment of or to retain any cash balances to be carried forward under the Scrip Dividend Scheme in accordance with the terms and conditions of the Scrip Dividend Scheme. This Mandate Form will apply for all future dividends that are paid by the Company on all the Ordinary Shares of 1 pence each in the capital of the Company registered in my/our name(s), until this Mandate Form is revoked by me/us by notice in writing to Capita Asset Services.

I/We authorise you to send me/us by post, at my/our own risk, a share certificate in respect of New Ordinary Shares allotted and issued to me/us under the Scrip Dividend Scheme.

Signature of first-named
shareholder:

Signature of second-named
shareholder:

Signature of third-named
shareholder:

Signature of fourth-named
shareholder:

Date:

Daytime telephone number:

Email address:

* If you hold your Safestore Holdings plc Ordinary Shares jointly with others, then you must arrange for ALL joint holders to sign this Mandate Form. In the case of a corporation, this form should be executed under its common seal or be signed by a duly authorised official whose capacity must be stated.

