
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you should consult a stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your ordinary shares in Safestore Holdings plc, please pass this document together with the 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 ANNUAL GENERAL MEETING 2020

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on pages 1 and 2 of this document which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the Company to be held at Brittanica House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT, on 18 March 2020 at 12.00 noon is set out in this document.

Whether or not you propose to attend the Annual General Meeting, please submit your proxy voting appointment electronically at www.signalshares.com or, if you hold shares in CREST, by using the CREST electronic proxy appointment service. The proxy voting instructions must be received by Link Asset Services no later than 12.00 noon on 16 March 2020.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services, by email at enquiries@linkgroup.co.uk, or you may call Link on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a member from attending and voting in person at the Annual General Meeting or at any adjournment thereof.

Letter from the Chairman of Safestore Holdings plc

Registered office:

Brittanic House
Stirling Way
Borehamwood
Hertfordshire
WD6 2BT

To all shareholders

10 February 2020

Dear shareholder,

Annual General Meeting

I am pleased to enclose the Notice for this year's Annual General Meeting (the "Meeting"), which will be held at the offices of the Company, Brittanic House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT, on 18 March 2020 at 12.00 noon. The Meeting provides a valuable opportunity, which I hope you will take, for shareholders to share their views and to communicate with our Board of Directors.

The Notice of Meeting is set out in Part I of this document. The explanatory notes to the business of the Meeting are set out in Part II of this document.

Voting at the Annual General Meeting

All resolutions will be voted on a poll, where each shareholder has one vote for every ordinary share held. The Board believes that this is a more transparent and equitable method of voting and results in a more accurate reflection of the views of all shareholders, and will ensure that their votes are recognised, whether or not they are able to attend the Meeting. The Company is committed to reducing paper and improving efficiency in its shareholder communication. From 2020, we are no longer sending paper proxy forms to shareholders unless requested. To the extent practicable, please appoint your proxy online by using our electronic proxy appointment service offered by the Company's Registrar, Link Asset Services, at www.signalshares.com. All votes must be received by 12.00 noon on 16 March 2020.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services, by email at enquiries@linkgroup.co.uk or you may call Link on +44 (0)371 664 0300.

The poll results will be notified to the UK Listing Authority and published on the Company's website as soon as possible after the conclusion of the Meeting.

Directors' remuneration report, new Directors' remuneration policy and the Safestore 2020 Long Term Incentive Plan proposals

This year we will be proposing our new Directors' remuneration policy (the "Policy"). The Policy is set out within the Directors' remuneration report on pages 77 to 84 of the 2019 Annual Report and financial statements. The changes being proposed within our new Policy are summarised in the enclosed explanatory notes (Part II) relating to Resolution 13.

Subject to shareholder approval, the Company is also intending to introduce the new Safestore 2020 Long Term Incentive Plan (the "2020 LTIP"). A summary of the principal terms of the new 2020 LTIP can be found on pages 11 to 13 of this document. The key features of the 2020 LTIP which align the 2020 LTIP with conventional LTIP arrangements are also summarised in the explanatory notes relating to Resolution 14.

The Board trusts that our new Policy and 2020 LTIP will assure our shareholders that we have listened and acted upon their views while remaining true to our underlying remuneration principles.

Re-appointment of Directors

Following my appointment as a Non-Executive Director on 1 December 2019 and as Chairman on 1 January 2020, I will be subject to re-appointment at the Company's Annual General Meeting and the remaining Directors (the "Directors") are subject to annual election. Accordingly, all the Directors will be retiring and will seek re-election at the Meeting.

I confirm, following discussions with the Senior Independent Director that each of the Directors seeking re-appointment continues to be effective and demonstrates commitment to the role.

Final dividend

Shareholders are being asked to approve a final dividend of 12.00 pence per ordinary share for the year ended 31 October 2019. If the recommended final dividend is approved, this will be paid on 9 April 2020 to all ordinary shareholders who were on the register of members at the close of business on 6 March 2020.

Re-appointment of Deloitte LLP

Deloitte has served as the Company's external auditor since 2014. Shareholders approved Deloitte's re-appointment at the 2019 Annual General Meeting.

Deloitte has expressed its willingness to continue as auditor to the Company, and, accordingly, shareholders are being asked to approve its re-appointment.

Letter from the Chairman of Safestore Holdings plc *continued*

Action to be taken

We wish to encourage all our shareholders to complete and submit a proxy appointment in accordance with the notes to the Notice of Meeting set out on pages 9 and 10. To be valid, the proxy voting instructions must be received by Link Asset Services by no later than 12.00 noon on 16 March 2020. Submission of a proxy vote will not prevent you from attending the Meeting and voting in person if you so wish and if you are entitled to do so.

Shareholders who do not already participate in the drip dividend scheme can find details of the scheme on our website, www.safestore.com, or alternatively can write to the Company Secretary at Brittanica House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT for details. If you wish to participate in the drip dividend scheme in time for the 2019 final dividend, please complete the drip dividend mandate form in accordance with the instructions printed thereon and return it to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and, in any event, by no later than 6.00pm on 13 March 2020. The mandate will be subject to the terms and conditions of the drip dividend scheme.

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

Recommendation

The Board believes that all the resolutions to be put to the Meeting, as set out in the following pages of this Notice, are in the best interests of the Company and its shareholders as a whole and will promote the success of the Company. The Directors unanimously recommend that you vote in favour of all proposed resolutions, as the Directors intend to do in respect of their own shareholdings.

Yours faithfully

David Hearn

Chairman

Part I: Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting of Safestore Holdings plc will be held at the offices of Safestore Holdings plc, Brittan House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT, on 18 March 2020 at 12.00 noon for the transaction of the following business: Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and Resolutions 17 to 19 (inclusive) will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Ordinary resolutions

1. To receive the Company's Annual Report and Accounts for the financial year ended 31 October 2019 (the "Annual Report"), together with the reports of the Directors and auditor on those accounts and on the auditable part of the Directors' remuneration report.
2. To approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) for the financial year ended 31 October 2019, set out on pages 59 to 84 of the Annual Report.
3. To re-appoint Deloitte LLP as auditor of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at which financial statements are laid before the Company.
4. To authorise the Directors to determine the remuneration of the auditor.
5. To declare a final dividend for the year ended 31 October 2019 of 12.00 pence per ordinary share payable on 9 April 2020 to shareholders on the register at the close of business on 6 March 2020.
6. To elect David Hearn, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.
7. To re-elect Frederic Vecchioli as a Director of the Company.
8. To re-elect Andy Jones as a Director of the Company.
9. To re-elect Ian Krieger as a Director of the Company.
10. To re-elect Joanne Kenrick as a Director of the Company.
11. To re-elect Claire Balmforth as a Director of the Company.
12. To re-elect Bill Oliver as a Director of the Company.
13. To approve the Directors' remuneration policy, set out in the Directors' remuneration report on pages 77 to 84 of the Annual Report.
14. That:
 - (a) the Safestore 2020 Long Term Incentive Plan (the "2020 LTIP"), the principal terms of which are summarised in the Appendix to this Notice of Meeting and the rules of which are produced at the Meeting and for the purposes of identification initialled by the Chairman, be and is hereby approved and that the Directors be authorised to do all acts and things which they may consider necessary or expedient to carry the 2020 LTIP into effect; and
 - (b) the Directors be and are hereby authorised to establish such further plans based on the 2020 LTIP or schedules to the 2020 LTIP as they consider necessary or desirable but which have been modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans or schedules are treated as counting against any limits on individual or overall participation in the 2020 LTIP.
15. 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 and/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 Annual General Meeting of the Company to be held in 2021 or, if earlier, at 6.00pm on 17 June 2021, 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.
16. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to a nominal amount of £701,463; and
 - (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount of £701,463 in connection with an offer by way of a rights issue to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Part I: Notice of Annual General Meeting *continued*

Ordinary resolutions *continued*

The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) will expire at the conclusion of the Annual General Meeting of the Company to be held in 2021 or at 6.00pm on 17 June 2021, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may, before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Special resolutions

17. That, subject to the passing of Resolution 16, the Directors be given powers pursuant to Sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by Resolution 16 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, as if Section 561(1) and sub-sections (1) to (6) of Section 562 of the Act did not apply to any such allotment, provided that such power be limited to:
 - (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 16 above, by way of a rights issue only) to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,
 and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - (b) the allotment of equity securities for cash (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £105,219, such authorities to expire at the conclusion of the Annual General Meeting of the Company to be held in 2021 or at 6.00pm on 17 June 2021, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may, before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.
18. That the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may determine provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 21,043,890;
 - (b) the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 1 pence per share, being the nominal amount thereof;
 - (c) 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) an amount equal to 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");
 - (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the Annual General Meeting of the Company to be held in 2021 or at 6.00pm on 17 June 2021; and
 - (e) 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.
19. That a general meeting 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.

On behalf of the Board

Helen Bramall
Company Secretary

Registered office:
 Brittan House
 Stirling Way
 Borehamwood
 Hertfordshire WD6 2BT

Dated: 10 February 2020

Part II: Explanatory notes to the business of the Annual General Meeting

Additional information is set out below in relation to the resolutions proposed in the Notice of Meeting in Part I of this document.

References to pages of the Annual Report and Accounts are to the relevant pages in the 2019 Annual Report and Accounts. The Notice and this commentary should therefore be read in conjunction with the 2019 Annual Report and Accounts.

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. An ordinary resolution will be passed if it is passed by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote on the resolution. Resolutions 17 to 19 (inclusive) are proposed as special resolutions. A special resolution will be passed if it is passed by members representing not less than 75% of the total voting rights of members who (being entitled to do so) vote on the resolution.

Resolution 1 – Receipt of the Company’s Annual Report and Accounts

Under the provisions of the Companies Act 2006 (the “Act”), the Directors are required to lay before the shareholders at a general meeting of the Company copies of the report of the Directors, the independent auditor’s report and the audited financial statements in respect of each financial year. Should any shareholder be concerned about the contents of the reports or financial statements or about any corporate governance issue, the Directors welcome any comments or questions during this item of the agenda either at the Meeting or in advance (see note (iii) on page 9 of this document).

Resolution 2 – Approve the Directors’ remuneration report

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together the Directors’ remuneration report). The Company is required to seek shareholders’ approval in respect of the contents of this report on an annual basis. The vote is an advisory one.

You can read the Directors’ remuneration report on pages 59 to 84 of the 2019 Annual Report and Accounts.

Resolutions 3 and 4 – Re-appointment and remuneration of the auditor

At each meeting at which accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. Deloitte has expressed its willingness to continue as auditor of the Company. Resolution 4 gives the Directors the discretion to determine the auditor’s remuneration, which will then be disclosed in the next accounts of the Company.

Resolution 5 – Dividend

The Directors are proposing a final dividend of 12.00 pence per ordinary share for the year ended 31 October 2019. If approved, the dividend will be paid on 9 April 2020 to shareholders on the register at the close of business on 6 March 2020.

Shareholders who wish to elect to participate in the drip dividend scheme, please complete the drip dividend mandate form, available online at www.signalshares.com, in accordance with the instructions printed thereon. Please return your completed drip dividend instruction to the Company’s Registrar, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and, in any event, by no later than 6.00pm on 13 March 2020. The mandate will be subject to the terms and conditions of the drip dividend scheme.

Resolution 6 – Election of David Hearn

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, David Hearn is standing for election as a Director at the Meeting. A brief biography of David Hearn is set out on page 48 of the 2019 Annual Report and Accounts. David Hearn was, at the time of his appointment, considered to be independent.

Resolutions 7–12 – Details of Directors seeking re-appointment

In accordance with the provisions of the UK Corporate Governance Code requiring that all directors be subject to annual election, each of the Directors shall retire from office and each Director shall submit himself or herself for re-election.

Following the annual Board performance reviews of individual Directors, the Chairman, in consultation with the Senior Independent Director, considers that each Director continues to operate as an effective and committed member of the Board and that they have the skills, knowledge and experience to enable them to discharge their duties properly and contribute to the effective operation of the Board.

Brief biographies of the Directors are set out on pages 48 and 49 of the Company’s 2019 Annual Report and Accounts, which demonstrate why their contribution is, and continues to be, important to the Company’s long-term sustainable success.

Part II: Explanatory notes to the business of the Annual General Meeting

continued

Resolution 13 – Approval of Directors’ remuneration policy (ordinary resolution)

Resolution 13 seeks approval of the Company’s future policy on Directors’ remuneration.

The Board is proposing a new Directors’ remuneration policy (the “Policy”), incorporating a traditional LTIP structure, that builds on the changes made to the operation of the Company’s existing Policy made in 2018 and which is within normal market parameters both in terms of quantum and structure.

The Remuneration Committee designed the new Policy after carrying out a remuneration review which took account of Company strategy, corporate governance best practice, investor body guidance and market practice. The Policy is set out in full within the Directors’ remuneration report on pages 77 to 84 of the 2019 Annual Report and Accounts and the key changes from the existing Policy are set out below:

- Return to a conventional LTIP, featuring an annual grant of shares of up to 200% of salary vesting at the end of a three-year period with a post-vesting two-year holding period. Performance will be measured against adjusted diluted EPRA EPS and relative TSR as this combination continues to provide a comprehensive evaluation of the execution of the Company’s business strategy and the shareholder experience. Performance targets will be disclosed on grant. The Committee will have overriding discretion to change formulaic outcomes for the new LTIP if they are out of line with underlying performance of the Company.
- Executive Director shareholding requirement of 350% of salary which will apply for two years post-cessation of employment.
- Calibration of annual bonus in line with investor guidelines such that the payout for on-target performance has been reduced to 50% of maximum with threshold payout also reduced to 20% of maximum. Any bonus earned under the new Policy in excess of 100% of salary will be held in shares on a net of tax basis until the end of two years following the financial year in which it is earned.
- Malus and clawback provisions will apply to all incentive payments.
- New Executive Directors will receive the pension contribution received by the majority of the workforce. Given the current salary positioning of the existing Executive Directors and a pension contribution of 10% of salary, the Committee is not intending to lower this to the workforce level of 4.2% but will keep this under review.

The Board is confident that the new Policy will be fit for purpose for the next three years and is fundamental to helping the Company achieve continued strong business performance and is in the best interests of shareholders.

If approved by shareholders, the new Policy will take effect immediately upon conclusion of the Annual General Meeting.

Resolution 14 – Approval of the Safestore 2020 Long Term Incentive Plan

Resolution 14 seeks approval of the Safestore 2020 Long Term Incentive Plan (the “2020 LTIP”).

The 2020 LTIP is the long-term incentive plan under which it is intended that awards will be made annually to Directors and selected members of senior management. The terms of the LTIP are in line with the market norm for FTSE 250 companies and a summary of the principal terms is set out in the Appendix to this Notice of Meeting.

The maximum value of shares that can be awarded to a participant in any financial year is 200% of the individual’s salary. Awards under the 2020 LTIP will be measured against adjusted diluted EPRA EPS and relative TSR performance metrics over a three-year period. The Remuneration Committee believes that this combination continues to provide a comprehensive evaluation of the execution of the Company’s business strategy and the shareholder experience. A two-year holding period following vesting will apply to vested awards granted to Directors of the Company under the 2020 LTIP, which will align their remuneration with shareholder value. Other features of the 2020 LTIP include:

- The Remuneration Committee will have overriding discretion to change formulaic outcomes if they are out of line with Company performance.
- Cessation of employment and malus and clawback provisions will be in force.

Dividend equivalents will be payable on vested awards.

Part II: Explanatory notes to the business of the Annual General Meeting

continued

Resolution 15 – Political donations and political expenditure

Resolution 15 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 15 would allow the Company and its subsidiaries:

- (i) to make donations to political parties and/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 end of the Annual General Meeting of the Company to be held in 2021 or, if earlier, at 6.00pm on 17 June 2021, 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 15 replaces a similar authority put in place at the Annual General Meeting held on 20 March 2019. No payments were made under this authority.

Resolution 16 – Directors' authority to allot shares or grant subscription or conversion rights

Resolution 16 is proposed to renew the Directors' power to allot shares. Resolution 16(a) seeks to grant the Directors' authority, pursuant to Section 551 of the Act, to allot shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £701,463. This represents 70,146,300 ordinary shares of 1 pence each, which is approximately one-third of the Company's issued share capital.

In accordance with The Investment Association's Share Capital Management Guidelines (the "Guidelines"), Resolution 16(b) seeks to grant the Directors' authority to allot additional ordinary shares only in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal value of £701,463 (representing 70,146,300 ordinary shares of 1 pence each). This amount represents an additional one-third of the Company's issued share capital.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the conclusion of the Annual General Meeting of the Company to be held in 2021, or at 6.00pm on 17 June 2021, whichever is sooner. The Directors have no present intention of exercising either of the authorities under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

As at the date of this Notice, no shares are held by the Company in treasury.

Resolution 17 – Disapplication of pre-emption rights

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 passing of Resolution 17 would allow the Directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing shareholders in proportion to their existing holdings. The authority under Resolution 17 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary; and
- (b) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £105,219, which represents approximately 5% of the Company's issued share capital.

The disapplication authority under Resolution 17 is in line with the guidance set out in The Pre-Emption Group's Statement of Principles most recently published prior to the date of this Notice.

The Directors confirm that they do not intend to issue equity securities in excess of 7.5% of the Company's issued ordinary share capital for cash on a non-pre-emptive basis over a rolling three-year period without suitable advance consultation with shareholders.

The authority will expire at the end of the Annual General Meeting of the Company to be held in 2021 or, if earlier, at 6.00pm on 17 June 2021. The resolution replaces a similar resolution passed at the Annual General Meeting of the Company held on 20 March 2019.

Part II: Explanatory notes to the business of the Annual General Meeting

continued

Resolution 18 – Purchase of own shares by the Company

Resolution 18 is to approve the purchase by the Company of its own ordinary shares in the market. The authority limits the number of shares that could be purchased to a maximum of 21,043,890 ordinary shares (equivalent to 10% of the Company's issued share capital) and sets a minimum and maximum price. The authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2021 or at 6.00pm on 17 June 2021, whichever is sooner.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in earnings per share of the Company. Any purchases of ordinary shares would be by means of market purchase through the London Stock Exchange.

Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.

As at 24 January 2020 (being the latest practicable date prior to the publication of this Notice), the total number of options to subscribe for ordinary shares in the Company amounted to 6,782,059. This represented 3.2% of the Company's issued share capital on that date. If this authority to purchase shares is exercised in full, the options would represent 2.9% of the issued share capital.

Resolution 19 – Notice of general meetings

The special resolution renews an authority given at last year's Annual General Meeting of the Company and seeks authority from shareholders to hold general meetings (other than Annual General Meetings) on 14 clear days' notice.

The notice period required by the Act for general meetings of the Company is 21 clear days unless (i) shareholders agree to a shorter notice period and (ii) the Company has met the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009. Annual General Meetings must always be held on at least 21 clear days' notice.

The Directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the Meeting, the proposals are time sensitive and it is thought to be to the advantage of shareholders as a whole. An electronic voting facility will be made available to all shareholders for any meeting held on such notice. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Issued share capital

All references to the Company's "issued share capital" in the Explanatory Notes above are to the Company's issued share capital as at 24 January 2020, which was 210,438,899 ordinary shares of 1 pence each. No ordinary shares are held as treasury shares. As at 24 January 2020, the total number of voting rights in the Company was 210,438,899.

Part III: Notes to the Notice of the Meeting

- (i) A member entitled to attend and vote at the Meeting convened by the above notice (the “Notice”) is entitled to appoint a proxy to exercise all or any of the rights of the member to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company but must attend the Meeting for the member’s vote to be counted. 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. If a member wishes to appoint more than one proxy they may do so at www.signalshares.com. 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 Companies Act 2006 (the “Act”) to enjoy information rights (a “Nominated Person”).
- (ii) Detailed below are the methods available to appoint a proxy:
 - (a) completing a proxy electronically at www.signalshares.com; or
 - (b) requesting a paper proxy form from our Registrar, Link Asset Services by email at enquiries@linkgroup.co.uk, or by phone on +44 (0)371 664 0300 between 9.00am – 5.30pm, Monday to Friday, excluding public holidays in England and Wales (please note, calls are charged at the standard geographic rate and will vary by provider and calls outside the United Kingdom will be charged at the applicable international rate); or
 - (c) if you hold your shares in uncertificated form, using the CREST electronic proxy appointment service as described in notes (vi), (vii) and (viii) below,

in each case no later than 12.00 noon on 16 March 2020 or not later than 48 hours before the time fixed for any adjourned meeting.

Submission of a proxy vote will not prevent a member from attending and voting in person.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company’s Registrar, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. If a paper proxy form is requested from the Registrar, it should be completed and returned to Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF to be received not less than 48 hours before the time of the Meeting.

- (iii) Any member or his or her 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 close of business on 16 March 2020 shall be entitled to attend and vote at the 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 close of business 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 for the Meeting and any adjournment(s) thereof by using 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 or instruction 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 and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company’s agent, Link Asset Services (CREST participant ID RA10), by the latest time(s) for receipt of proxy appointments specified in this Notice. 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (viii) CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear UK & Ireland Limited 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 or her 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 (www.euroclear.com/CREST).
- (ix) 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).
- (x) Copies of the terms and conditions of appointment of the Non-Executive Directors are available for inspection at the registered office of the Company, Brittanica House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT, during usual business hours on any weekday (public holidays excluded) from the date of this Notice until the conclusion of the Meeting and will be available for inspection at the place of the Meeting for at least 15 minutes prior to and during the Meeting.
- (xi) As at 24 January 2020 (being the latest practicable date prior to the publication of this Notice) the Company’s issued share capital consisted of 210,438,899 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 January 2020 were 210,438,899.

Part III: Notes to the Notice of the Meeting *continued*

- (xii) 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.
- (xiii) 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 auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with the 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 Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
- (xiv) Any electronic address provided either in this Notice or any related documents (including the proxy form) may only be used for the limited purposes specified herein and not to communicate with the Company by electronic means or for any other more general purpose.
- (xv) 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, 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.
- (xvi) 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.
- (xvii) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (xviii) If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services, by email at enquiries@linkgroup.co.uk or you may call Link on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am–5.30pm, Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof.

APPENDIX: Summary of the principal terms of the Safestore Long Term Incentive Plan (the “2020 LTIP”)

Operation

The 2020 LTIP is a discretionary share plan under which the Remuneration Committee of the Board of the Company may, within certain limits and subject to any applicable performance conditions, grant awards over the Company's shares to eligible employees of the Company and its subsidiaries (the “Group”). Awards may be granted in the form of nil-cost options, conditional share awards (i.e. rights to receive shares) or awards of forfeitable shares subject to restrictions. Where the participant becomes entitled to acquire the ordinary shares, the LTIP award is said to have vested.

Eligibility

The 2020 LTIP is primarily intended to operate for the Executive Directors and other selected members of the Group's senior management, although, at the discretion of the Remuneration Committee, other employees may participate in the 2020 LTIP. Non-Executive Directors are not eligible to participate in the 2020 LTIP.

Limits

The 2020 LTIP may operate over new issue shares, treasury shares or shares purchased in the market. The total number of shares over which 2020 LTIP awards may be granted is limited such that in any period of ten calendar years, not more than 10% of the Company's issued share capital may be issued under the 2020 LTIP and under any other employees' share scheme operated by the Company. In addition, in any period of ten calendar years, not more than 5% of the Company's issued ordinary share capital may be issued to executives under the 2020 LTIP and under any other discretionary executive share scheme adopted by the Company. For the purposes of these limits, any shares issued in relation to an award shall be taken into account once only and shares issued out of treasury count towards these limits for so long as this is required by institutional shareholder guidelines. Awards which are renounced or lapse shall be disregarded for the purposes of these limits.

Individual limit

The maximum total market value of ordinary shares of the Company that may be awarded for any relevant financial year to a participant under the 2020 LTIP will not exceed 200% of the participant's base salary.

Grant of 2020 LTIP awards

Awards may be granted under the 2020 LTIP within a 42-day period following: (i) the date of approval of the 2020 LTIP by the shareholders of the Company; (ii) the day after the publication of the results of the Company for any period; (iii) any other time at which the Remuneration Committee determines there are exceptional circumstances which justify the grant of the award; or (iv) the day after the lifting of any dealing restrictions which prevented the grant of awards.

No awards may be granted under the 2020 LTIP more than ten years after the date the 2020 LTIP is approved by shareholders of the Company.

Vesting of 2020 LTIP awards

Awards under the 2020 LTIP may be subject to the achievement of pre-determined performance targets or other conditions set by the Remuneration Committee at the date of grant. 2020 LTIP awards will normally vest, subject to the achievement of these conditions, three years following the date of grant or such other period as determined by the Remuneration Committee.

2020 LTIP awards granted as options will normally remain exercisable for a period determined by the Remuneration Committee at grant which shall not exceed ten years from grant.

Any performance conditions applying to 2020 LTIP awards may be varied, substituted or waived if the Remuneration Committee considers it appropriate, provided that the Remuneration Committee considers that (except in the case of a waiver) the new performance conditions are not materially less or more difficult to satisfy than the original conditions.

The Remuneration Committee will have overriding discretion to change formulaic outcomes (both downwards and upwards) if these are out of line with the underlying performance of the Company.

Holding period

At the discretion of the Remuneration Committee, 2020 LTIP awards may be granted subject to a holding period of a maximum of two years following vesting during which any vested and exercised awards cannot normally be sold or otherwise disposed of except for tax arising on vesting or exercise.

In the event of cessation of employment (except where cessation is by reason of death), the participant will normally remain subject to any post-vesting holding requirements.

APPENDIX: Summary of the principal terms of the Safestore Long Term Incentive Plan (the “2020 LTIP”) *continued*

Malus and clawback for 2020 LTIP awards

The Remuneration Committee may decide, at the vesting of an award under the 2020 LTIP or at any time before, that the number of shares subject to the award shall be reduced (including to nil) on such basis that the Remuneration Committee in its discretion considers to be fair and reasonable in the following circumstances:

- discovery of a material misstatement resulting in an adjustment to the audited consolidated accounts of the Company or any Group company;
- the assessment of any performance target or condition in respect of a 2020 LTIP award was based on error, or inaccurate or misleading information;
- the discovery that any information used to determine the number of shares subject to a 2020 LTIP award was based on error, or inaccurate or misleading information;
- action or conduct of an award holder which, in the reasonable opinion of the Remuneration Committee, amounts to colleague misbehaviour, fraud or gross misconduct;
- actions that result in a failure of risk management and/or corporate failure; and
- events or behaviour of an award holder that have led to the censure of a Group company by a regulatory authority or have had a significant detrimental impact on the reputation of any Group company provided that the Remuneration Committee is satisfied that the relevant award holder was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to the award holder.

The malus period will be up to the date of vesting and the clawback period will be the two-year period following vesting (which would match the two-year holding period). Clawback may be effected, among other means, by requiring the transfer of shares, payment of cash or reduction of awards.

Cessation of employment

For “good leavers”, unvested 2020 LTIP awards will ordinarily vest on the normal vesting date subject to: (i) the extent any applicable performance condition has been satisfied at the end of the normal performance period; and (ii) pro-rating to reflect the period of time elapsed between grant and cessation of employment as a proportion of the normal vesting period. The Remuneration Committee has the discretion to determine that the end of the performance period is the date of cessation and whether or not to pro rate 2020 LTIP awards for the proportion of the vesting period elapsed on cessation of employment.

A “good leaver” is defined as a participant ceasing to be in employment with the Group by reason of death, ill health, injury, disability, redundancy, retirement, the company employing the participant ceasing to be a member of the Group, the participant’s employing business being sold out of the Group or in any other circumstances at the Remuneration Committee’s discretion. 2020 LTIP options held by good leavers which have vested may be exercised for a period of six months (twelve months in the case of death) following vesting (or such longer period as the Remuneration Committee determines) and will otherwise lapse at the end of that period.

Anyone who is not a good leaver will be a bad leaver. Bad leavers will forfeit all 2020 LTIP awards.

Change of control

Unvested 2020 LTIP awards will vest early on a change of control. The Remuneration Committee will determine the level of vesting taking into account, among other factors, the extent that any applicable performance conditions have been satisfied at that time and the portion of the vesting period that has then elapsed. 2020 LTIP options which have vested may normally be exercised for a period of up to one month measured from the relevant event.

In the event of an internal corporate reorganisation or a person obtaining control of the Company, the Remuneration Committee may decide (with the consent of the acquiring company and the relevant participant) to replace unvested 2020 LTIP awards with equivalent new awards over shares in the acquiring company.

In the event of a demerger, distribution or any other corporate event, the Remuneration Committee may determine that LTIP awards will vest. The proportion of a 2020 LTIP award which vests will be determined by the Remuneration Committee taking into account, among other factors, the extent to which any applicable performance conditions have been satisfied at that time and the period of time the award has been held by the participant. 2020 LTIP options which vest in these circumstances may be exercised during such period as the Remuneration Committee determines.

Dividend equivalents

Unless the Remuneration Committee decides otherwise, participants will receive a payment in additional shares in respect of any dividends that become ex-dividend on the shares which vest under their 2020 LTIP awards by reference to the period between the time when the relevant award was granted and the time when the relevant award vested. For each ex-dividend date in the period between grant and vesting of the relevant award, a dividend equivalent will be calculated as the number of shares that could have been purchased with the dividend that would have been received on the number of shares vesting based on the closing share price at the relevant ex-dividend date. The dividend equivalent calculation may also assume that shares notionally acquired on each ex-dividend date are eligible to receive dividends.

The Remuneration Committee will determine whether to include or exclude any special dividends or dividends in specie.

The dividend equivalent shares will be subject to the same clawback provisions and any holding period to which the relevant 2020 LTIP award is subject.

APPENDIX: Summary of the principal terms of the Safestore Long Term Incentive Plan (the “2020 LTIP”) *continued*

Non-transferability of 2020 LTIP awards

2020 LTIP awards are not transferable other than to the participant’s personal representatives in the event of the participant’s death.

Allotment and transfer of shares

Any shares allotted or transferred under the 2020 LTIP will rank equally with shares then in issue (except for rights arising in reference to a record date prior to their allotment or transfer). A participant awarded forfeitable shares subject to restrictions will have the same rights as a holder of shares in issue at the time that the participant acquires the shares, except to the extent set out in the agreement with the participant relating to those shares.

Applications will be made to both the UK Listing Authority and the London Stock Exchange in order to obtain the relevant approvals for admission and to trading for new shares that are issued pursuant to the 2020 LTIP.

Alternative settlement

At its discretion, the Remuneration Committee may decide to satisfy 2020 LTIP awards with a payment in cash or shares equal to any gain that a participant would have made had the relevant award been satisfied with shares.

Adjustment of 2020 LTIP awards

On a variation of the capital of the Company or in the event of a demerger, special dividend or other distribution, the number of shares subject to a 2020 LTIP award may be adjusted in such manner as the Remuneration Committee determines.

Taxation

The vesting and exercise of 2020 LTIP awards is conditional upon the participant paying any relevant taxes due.

Benefits not pensionable

Benefits received under the 2020 LTIP are not pensionable.

Amendments

Amendments to the 2020 LTIP rules may be made at the discretion of the Remuneration Committee. However, the basis for determining a participant’s entitlement to be granted a 2020 LTIP award and/or acquire shares, the persons to whom an award may be granted, the limitations on the total number of shares over which an award can be granted, the individual participation limits and the adjustments that may be made following a variation of capital cannot be altered to the advantage of participants without prior shareholder approval, except for minor amendments to benefit the administration of the 2020 LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Group. Amendments may not normally adversely affect the rights of participants except where participants are notified of such amendment and the majority of participants approve such amendment.

The Remuneration Committee may add to, vary or amend the 2020 LTIP rules by way of a separate schedule in order that the 2020 LTIP may operate to take account of local tax, exchange control or securities law for participants or the relevant Group company, provided that any shares made available within the parameters of these arrangements are treated as counting against the limits on individual and overall participation of the 2020 LTIP.

Note: this Appendix summarises the main features of the rules of the 2020 LTIP, but does not form part of them, and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the rules. Copies of the rules will be available for inspection, from the date of this Notice of Meeting until the close of the Meeting, during usual business hours on any weekday (public holidays excluded) at:

- Travers Smith LLP, 10 Snow Hill, London EC1A 2AL; and
- Brittan House, Stirling Way, Borehamwood, Hertfordshire WD6 2BT.

A copy of the rules of the 2020 LTIP will also be available for inspection at the place of the Meeting for at least 15 minutes prior to and during the Meeting.

The Directors reserve the right, up to the time of the Meeting, to make such amendments and additions to the rules of the 2020 LTIP as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summary set out in this Appendix to this Notice of Meeting.



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