



National Storage REIT

Corporate Governance Statement

National Storage Holdings Limited

Dated 23 August 2016

Corporate Governance Statement

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1 Definitions

In this charter:

Board means the board of directors of NSH for overseeing activities of NSR.

Constitutions means the NSH Constitution, the RE constitution and the Trust Constitution, as amended or replaced from time to time (as applicable).

Corporations Act means the Corporations Act 2001 (Cwth).

Financial Year means the period from 1 July to 30 June.

Group means the National Storage REIT and its Subsidiaries.

NSFSL means National Storage Financial Services Limited (ACN 600 787 246 AFSL Number 475228).

NSH means National Storage Holdings Limited (ACN 166 572 845).

NSH Constitution means the constitution of NSH dated on or around 1 November 2013, as amended or replaced from time to time.

NS Stapled Entity means NSH and the Trust.

RE means NSFSL, the Responsible Entity of the Trust.

RE Board means the board of directors of the NSFSL.

Reporting Period means the Financial Year ended 30 June 2016.

Securityholder means a holder of Stapled Securities.

Stapled Security means a stapled security in the NS Stapled Entity.

Subsidiaries has the meaning given in the Corporations Act.

Trust means National Storage Property Trust.

Trust Constitution means the constitution of the Trust dated 23 September 2003, as amended or replaced from time to time.

Trust Co RE means The Trust Company (RE Services) Limited (ACN 003 278 831 and AFSL Number 235150).

Trust Co RE Board means the board of directors of Trust Co RE.

2 NSR

2.1 Formation and Structure

NSR was formed on 19 December 2013 when its securities were first listed on the ASX through an initial public offering (the "IPO"). This was facilitated by the stapling of the shares in NSH to the units in the Trust to form a Stapled Security which are traded on the ASX under the identifier "NSR".

As part of the IPO, Trust Co RE was appointed the responsible entity of the Trust. On 10 November 2015, Trust Co RE retired and NSFSL was appointed the new Responsible Entity ("RE") of the Trust.

3 NSR's Approach to Corporate Governance

3.1 Framework and ASX Compliance

The boards of NSH and NSFSL are comprised of the same members, however, they each have their own respective corporate governance and compliance obligations under the Corporations Act and the Australian Securities Exchange ("ASX") Listing Rules. NSFSL and NSH each have their own respective Constitution which sets out the rights and obligations of each respective entity, and the unitholders (in the case of the Trust) and shareholders (in the case of NSH) respectively. If there is any inconsistency between the obligations of either NSH or NSFSL under the cooperation deed and the Constitution of NSH or NSFSL (as relevant), the provisions of the relevant Constitution prevail to the extent of the inconsistency.

NSH and NSFSL have entered into a cooperation deed and management agreement. These facilitate common processes and governances for NSH and NSFSL relating to NSR, and govern the relationship between the entities in relation to NSR Securities. Pursuant to these agreements, the Board of NSH is responsible for the overall governance function of NSR, however, each board discharges their respective governance obligations as required).

NSFSL, the Board and NSH management are committed to, and recognise the importance of good corporate governance. The Board, with the assistance of NSH management have created a framework for managing NSR which includes internal controls and business risk management processes.

The corporate governance framework adopted by NSR is supported by the highly experienced Board. The Board is integral to the determination of appropriate corporate governance arrangements for NSR and to the continual monitoring of those arrangements.

The corporate governance framework implemented by the Board on behalf of NSR is underpinned by the ASX Corporate Governance Councils Corporate Governance Principles and Recommendations Third Edition (the "ASX Recommendations"). The ASX Listing Rules require listed entities to disclose the extent of their compliance with the ASX Recommendations and to explain why they have not adopted a particular Recommendation.

The Board considers that the governance practices adopted by the Group as at the date of this Statement, fully comply with the ASX Recommendations 3rd edition. The Board considers that during the Financial Year ended 30 June 2016, the Group was in full compliance other than conducting a Board self-assessment questionnaire. The Board considers that as at 23 August 2016, the Group was in full compliance with the ASX Recommendations.

The Group's policies, codes and charters relevant to corporate governance are located on NSR's website at www.nationalstorageinvest.com.au/governance.

Detail on NSR's compliance with the ASX Recommendations are set out below in this Statement.

This Statement has been adopted by the Board as at 23 August 2016.

4 Principle 1 – Lay Solid Foundations for Management and Oversight

4.1 Recommendation 1.1

NSR requires that there must be a minimum of three (3) directors of the Board, a majority of which must be non-executive, independent directors.

The directors will determine the size of the Board, subject to the NSH Constitution, which provides that there can be no less than three directors on each Board.

As at the date of this Statement, the Board is comprised as follows:

1. Laurence Brindle – independent non-executive Chairman;
2. Anthony Keane – independent non-executive director;
3. Howard Brenchley – independent non-executive director;
4. Steven Leigh – independent non-executive director; and
5. Andrew Catsoulis – Managing Director.

Details on the NSH and NSFSL Directors' respective experience and qualifications are set out in the 2016 NSR Annual Report at pages 42 and 43, and for the Trust Co RE Board at pages 44 and 45.

The role of Board is to provide overall strategic guidance for NSR and effective oversight of management. The Board ensures that the activities of NSH comply with its legal and regulatory requirements, and NSH's Constitution, from which the Board derives its authority to act.

The responsibility for the daily operation and management of NSR is delegated to the Managing Director of NSH, who undertakes this task in accordance with the strategy, policies and plans approved by the Board. The Managing Director has authority to sub-delegate to the senior management team. Matters delegated to management by the Board are reviewed from time to time to ensure they are appropriate.

The RE Board also delegates to management of NSH the management of all matters not reserved for the RE Board. Whilst the RE has the same board members, the RE has implemented separate policies and procedures and maintains its own systems for compliance and good governance.

The Board has adopted a Board Charter which details the framework for the Board's operation, functions and responsibilities. It also details the matters that are reserved for the Board. The Board Charter is located at www.nationalstorageinvest.com.au/governance.

4.2 Recommendation 1.2

The process of selection and appointment of new directors to the Board is that when a vacancy arises or the Board determines that additional directors should be appointed, the Nomination Committee identifies candidates with appropriate skills,

experience and expertise. Candidates the Nomination Committee considers best complement the Board's effectiveness, and the skill and experience sets of the Board matrix, will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with the NSH Constitution, but then must stand for election by Securityholders at the proceeding annual general meeting.

The Board has adopted a Nomination Committee Charter that details appointment of new directors to the Board. The Charter requires the undertaking of appropriate and necessary checks before a person can be appointed to the Board. The Charter is located at [www.nationalstorageinvest.com.au /governance](http://www.nationalstorageinvest.com.au/governance).

The NSH Board considers that its current members have an appropriate balance of skills, independence and experience to discharge their obligations and effectively chart the strategy of NSR. The NSH Board considers that it is appropriate and in the best interests of NSR and the stapled security holders to periodically review the size and composition of the Board and its skill set to ensure that it remains appropriate for NSR.

4.3 Recommendation 1.3

NSH enters into written letters of engagement with its directors that set out the terms of their appointment.

NSH also enters into written contracts of employment with its senior executive officers which set out their terms of employment. Further detail on these contracts are available in our Remuneration Report in the 2016 NSR Annual Report at pages 52-55.

The Board Charter also provides further details on the Board and requirements regarding director engagement.

4.4 Recommendation 1.4

The Company Secretary of NSH is directly accountable to the Board through the Chairman of the Board on all governance matters and issues relating to the operation, function and responsibilities of the Board.

The Company Secretary and Chairman regularly meet to discuss regulatory and legal requirements, Board operations and functions and to plan the Board's schedule throughout the year to ensure efficient and compliant functioning of the Board.

The Board Charter sets out detail of the Company Secretary's role and accountability.

4.5 Recommendation 1.5

The Board and management of NSR are committed to ensuring that the workforce of the Group is comprised of and attracts talented people from a diversity of backgrounds. The Group promotes a culture of equality for all including on the basis of gender, race, sexual orientation, religion and age, amongst others.

The Board has adopted a Diversity Policy that is located at www.nationalstorageinvest.com.au/governance. The Policy sets out NSR's commitment to diversity and its requirements to achieve this, including the requirement to set measureable objectives for achieving gender diversity and an annual assessment of the objectives and its progress in achieving them.

The diversity policy establishes a diversity committee. At this time, the Board has determined that the full Board will continue to discharge the responsibilities of the committee as given its size it believes it is appropriate for the full Board to be involved in gender equality.

The objectives set by the Board for the Reporting Period continued to be for the Company to strive for 50% of senior management to be women and 25% of senior executive roles to be women. During the year, the Company was proud to release its second report to the Workplace Gender Equality Agency (**WGEA**) and was pleased to receive its certificate of compliance. A copy of the report can be found at www.nationalstorageinvest.com.au/governance and a summary of the key statistics is as follows:

- Executives: 33% female, 67% male;
- All Managers: 48% female, 52% male; and
- All Staff: 52% female, 48% male.

During the year, the NS excel program continued to encourage and support women in their career at National Storage, with its flexible work practices and commitment to family values. National Storage's inclusive and supportive culture is reflected in the WGEA reporting statistics.

The Board currently does not have any female members, however, as and when the opportunity arises, the Board will seek to enhance the gender diversity of the Board (and has been active in identifying a number of candidates). At this stage the size, skill set and functionality of the Board is appropriate. The Board will continue to review this decision on an ongoing basis and will consider expanding the size and diversity of the Board at a time when an increase in the size of the board is warranted and considered to be in the best interests of NSR and its Securityholders.

4.6 Recommendation 1.6 and 1.7

The Board Charter and Remuneration Committee Charter set out the annual performance appraisal process for the Board. The Chairman evaluates the other directors' performances, and the Remuneration Committee evaluates the Chairman's performance and reports to the Board. The Board and Chairman may utilise independent consultants to assist in evaluation or performance criteria.

Senior management are evaluated by the Managing Director and subsequently the Remuneration Committee and the Board. The Managing Director is evaluated by the Remuneration Committee and the Board. Further detail on the review processes is detailed in the Remuneration Report in the 2016 NSR Annual Report at pages 49 and 52.

During the Reporting Period, a self-assessment questionnaire was not completed, however, the Board's performance was evaluated along with senior management's, as part of the remuneration benchmarking process. The Board was pleased with the performance.

5 Principle 2 – Structure the Board to Add Value

5.1 Recommendation 2.1

During the Reporting Period, NSR had both a Nomination Committee and a Remuneration Committee. The role and responsibilities of the Nomination Committee are set out in the Nomination Committee Charter, which has been approved by the Board. The charter is reviewed annually.

The Committee assists and advises the Board on:

- (a) director selection and appointment practices;
- (b) director performance evaluation processes and criteria;
- (c) Board composition; and
- (d) succession planning for the Board and Senior Executives,

to ensure that the Board is of a size and composition conducive to making appropriate decisions, and has the benefit of a variety of perspectives and skills and in the best interests of NSR.

The current composition of the Nomination Committee is:

- (a) Laurence Brindle (Chairman);
- (b) Anthony Keane; and
- (c) Steven Leigh.

Mr Keane, Mr Brindle and Mr Leigh are independent non-executive directors.

The Nomination Committee Charter is located at www.nationalstorageinvest.com.au/corporate/governance.

Further details on NSR nomination committee meetings held during the Reporting Period, can be found on pages 45 of the Remuneration Report in the 2016 NSR Annual Report.

5.2 Recommendation 2.2

The Board considers it important that it continues to:

- (a) maintain a Board of a size that is efficient and effective and has directors who have an appropriate collective mix of skills, experience, expertise and diversity; and
- (b) ensure a balance of tenures in its directors between new directors and longer serving directors with experience and knowledge of the operations of NSR.

On a collective basis, the Board has an extensive range of technical and commercial skills and relevant experience. The experience and skill sets present amongst the Board members collectively are:

- (a) Self-storage industry;

- (b) Property, real estate and portfolio acquisition and management;
- (c) ASX listed experience;
- (d) Financial, treasury and banking;
- (e) Legal;
- (f) Governance, compliance and regulation;
- (g) Capital and debt raising;
- (h) Corporate strategy;
- (i) Commercial and material transactions;
- (j) Risk management; and
- (k) Human resources and executive/Board remuneration.

The Board considers that its existing skills and experience are appropriate to discharge its responsibilities and obligations both for NSH and for NSFSL.

The RE Board also ensures that it maintains independent judgement in board decisions. The RE Board meets at least quarterly and more frequently as required to consider matters in relation to the Trust.

5.3 Recommendation 2.3

The Board has assessed each of its directors and considers each of its non-executive directors to be independent. Details of the Board's independent Directors can be found on page 42 of the 2016 NSR Annual Report.

5.4 Recommendation 2.4 and 2.5

The Board Charter requires that the majority of its Directors be independent and that the Chairman be an independent Director. The Board assesses the Directors independence regularly.

The RE Board is provided with regular detailed reports on the financial position, financial performance and business of the Trust to allow the board to effectively fulfil its responsibilities.

5.5 Recommendation 2.6

To ensure NSH Directors remain well informed and educated to enable them to discharge their obligations, and best serve NSR, each Director receives an induction upon their appointment and continuing education throughout their term. Details of the induction process and on-going education process are set out in the Board Charter.

6 Principle 3 – Act Ethically and Responsibly

6.1 Recommendation 3.1

NSR has a code of conduct for its Directors, senior executives and employees that was in place throughout the Reporting Period. All new employees of NSH are required to review the Code and confirm their understanding and acceptance of the Code upon their commencement with NSH. The Code is located at www.nationalstorageinvest.com.au/governance.

7 Principle 4 – Safeguard Integrity in Corporate Reporting

7.1 Recommendation 4.1

During the Reporting Period, NSR had both an Audit Committee and a Risk Committee. NSR has an Audit Committee which is currently comprised of the three (3) independent non-executive Directors. The Chairman of the Audit Committee is Mr Anthony Keane.

The Audit Committee Charter is located at www.nationalstorageinvest.com.au/governance.

The committee members and the number of times the committee met are set out on page 45 of the 2016 NSR Annual Report, and the relevant qualifications and experience of the committee members are set out on page 42 of the 2016 NSR Annual Report.

The board of the RE is comprised of a majority of external directors. Therefore, no compliance committee has been convened, as the board is responsible for oversight of compliance.

The RE Board has delegated the engagement and monitoring of independent external auditors for the Trust to the NSH Board. The RE Board receives periodic reports from the external auditor in relation to financial reporting and the compliance plan for the Trust.

7.2 Recommendation 4.2

Before the Financial Statements of NSR for the year ended 30 June 2016 were approved by the Board, a declaration was received by the Board of NSH and the Board of NSFSL, from the Chief Financial Officer and Managing Director that the Financial Statements and reports are in accordance with the relevant accounting standards, give a true and fair view of the financial position and operating results of NSR and that those opinions were formed on the basis of a sound system of risk management and internal compliance and control which operate efficiently and effectively for the entire Financial Year.

7.3 Recommendation 4.3

The auditors of NSR are required to attend the AGM to be available for questions from Securityholders relevant to the audit.

8 Principle 5 – Make Timely and Balanced Disclosure

8.1 Recommendation 5.1

The Board has adopted a Continuous Disclosure and Communications Policy. The Continuous Disclosure and Communications Policy is located at www.nationalstorageinvest.com.au/governance.

The Board has established a management disclosure committee. At the date of adoption of this policy, the members are:

- (a) The General Counsel;
- (b) Company Secretary;
- (c) the Managing Director of NSH; and
- (d) the Chief Financial Officer of NSH.

The Board and the RE Board are committed to ensuring that the Securityholders and the marketplace are provided with timely and full information about NSR's operations, and complying with its continuous disclosure obligations contained in the ASX Listing Rules and Corporations Act.

9 Principle 6 – Respect the Rights of Securityholders

9.1 Recommendation 6.1

NSR has a website that includes detailed information about NSR and its governance framework. NSR's website is located at www.nationalstorage.com.au.

Information about NSR's governance framework, Board, Management, policies and charters is located at www.nationalstorageinvest.com.au/corporate.

9.2 Recommendation 6.2 and 6.3

NSR is committed to effective and efficient communications with its members, and has an objective of promoting investor confidence and the rights of Securityholders by:

- (a) complying with the continuous disclosure obligations imposed by law;
- (b) ensuring that company announcements are presented in a factual, clear and balanced way;
- (c) ensuring that all Securityholders have equal and timely access to material information concerning the NS Stapled Entity; and
- (d) communicating effectively with Securityholders and making it easy for them to participate in general meetings.

Our members are encouraged to attend the Annual General Meeting and take the opportunity to meet and ask questions of the Board and management.

Our investor relations and communications framework is established in the Continuous Disclosure and Communications Policy.

Further details about NSR investor relations can be found on pages 126 of the 2016 NSR Annual Report.

The RE is a member of the Financial Ombudsman Service, an independent dispute resolution body, which is available to investors in the event that any complaints cannot be satisfactorily resolved by the RE.

9.3 Recommendation 6.4

NSR has given all its members and investors the option to receive communications from, and to send communications to NSR and the registry electronically. Further details can be found on page 126 of the 2016 NSR Annual Report.

10 Principle 7 – Recognise and Manage Risk

10.1 Recommendation 7.1

During the Reporting Period, NSR had both an Audit Committee and a Risk Committee. The details regarding the Audit Committee, its membership and the number of meetings held are set out in section 7.1 of this Statement.

NSR has a Risk Committee which is currently comprised of three (3) independent non-executive directors. The Chairman of the committee is Mr Anthony Keane.

Details on the committee meetings are set out on page 45 of the 2016 NSR Annual Report and the relevant qualifications and experience of the committee members are set out on pages 42-43 of the 2016 NSR Annual Report.

The Risk Committee Charter is located at www.nationalstorageinvest.com.au/governance

10.2 Recommendation 7.2

The Risk Committee Charter requires the Charter and risk framework be annually assessed by the Board. The framework was assessed during the Reporting Period and the Risk Committee approved a broad spectrum Enterprise Risk Project to further strengthen its existing processes and systems. A Chief Risk Officer has been appointed to oversee the Enterprise Risk function.

10.3 Recommendation 7.3

NSR has implemented risk management processes that are designed to minimise and eliminate material risks by identification, mitigation through internal controls and constant monitoring of controls and processes.

Risk Management occurs within a framework that identifies and treats risk in terms of its operational, regulatory, reputation and financial impact to the business.

NSR has an internal audit function which conducts a risk and compliance based program of audits on various operations in the Group. The audits are both planned and impromptu. The internal audit function reports directly through to the Managing Director and to the Audit Committee.

The RE values the importance of robust risk management systems and maintains a risk register as part of its formal risk management program. The RE Board is responsible for the oversight of risk management, internal control systems and compliance matters for the RE.

10.4 Recommendation 7.4

Risks that NSR has identified and correlating mitigation strategies are set out on pages 40 and 41 of the 2016 NSR Annual Report.

11 Principle 8 – Remunerate Fairly and Responsibly

11.1 Recommendation 8.1

During the Reporting Period, the Remuneration Committee continued to be comprised of three (3) independent non-executive Directors. The Chairman of the Remuneration Committee is Mr Laurie Brindle.

The Committee also assists and advises the Board on remuneration policies and practices for the Board, the Managing Director, other senior executives as determined by the Board from time to time and other persons whose activities, individually or collectively, affect the financial soundness of NSR

The Remuneration Committee Charter is located at www.nationalstorageinvest.com.au/governance.

The committee members and the number of times the committee met are set out on page 45 of the 2016 NSR Annual Report and the relevant qualifications and experience of the committee members are set out on pages 42-43 of the 2016 NSR Annual Report.

11.2 Recommendation 8.2

NSR has adopted policies and procedures regarding remuneration of Directors (non-executive and executive) and senior executives that are found in the Board Charter and Remuneration Committee Charter.

Details regarding NSR remuneration during the Reporting Period can be found in the Remuneration Report on pages 48-56 of the 2016 NSR Annual Report.

The fees and expenses which the RE is permitted to receive out of the assets of the Trust are set out in the Trust constitution. NSH receives a fee from NSFSL for the administration services it provides to the RE.

11.3 Recommendation 8.3

As at the date of this Statement, there is no equity based remuneration of either Directors or senior executives. The Board has adopted a Trading Policy that governs whether a transaction is permitted by the Director or executive.

The Trading Policy is located at www.nationalstorageinvest.com.au/governance.

The current Trading Policy forbids a number of dealings relating to Stapled Securities, including insider trading, trading during closed or "black-out" periods, margin loans for securities, short term or speculative trading in securities and hedging of securities.