# **Shurgard Self Storage**

Limited company

Registered office: Elizabeth House, Les Ruettes Brayes, St Peter Port

Guernsey GY1 1EW

Guernsey Registry number: 48630

(the "Company")

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## **Proposed resolutions of**

the Annual General Meeting of the Shareholders of the Company of May 10, 2023

(the "Meeting")

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Submission of (i) the management reports of the Board of Directors of the Company, (ii) the report of the Company's independent auditor on the consolidated annual accounts of the Company for the financial year ended on December 31, 2022 prepared in accordance with the International Financial Reporting Standards ("IFRS") and (iii) the report of the Company's independent auditor on the stand-alone annual accounts of the Company for the financial year ended on December 31, 2022 prepared in accordance with Luxembourg GAAP.

NO RESOLUTION REQUIRED

2 Approval by Ordinary Resolution, of the consolidated annual accounts of the Company for the financial year ended on December 31, 2022.

**DRAFT FIRST RESOLUTION** 

The Meeting RESOLVED to approve the consolidated annual accounts of the Company for the financial year ended on December 31, 2022.

3 Approval by Ordinary Resolution, of the stand-alone annual accounts of the Company for the financial year ended on December 31, 2022.

DRAFT SECOND RESOLUTION

The Meeting RESOLVED to approve the stand-alone annual accounts of the Company for the financial year ended on December 31, 2022, which show a profit of €473,248,686.

Allocation of results and approval by Ordinary Resolution, that a dividend in relation to the financial year ended on December 31, 2022, of €0.59 per share be paid on or around May 24, 2023, subject to compliance by the Board of Directors with the provisions of the Companies (Guernsey) Law, 2008 as amended in relation to the payment of dividends.

## DRAFT THIRD RESOLUTION

The Meeting RESOLVED to allocate the results of the Company based on the stand-alone accounts of the Company for the financial year ended December 31, 2022, as follows:

Profit of the year	€	473,248,686
Losses brought forward	€	(35,995,087)
Net profit to be allocated	€	437,253,599
Allocation to the legal reserve	€	(6,361,016)
Allocation to the distributable reserves	€	(430,850,000)
Profit to be carried forward	€	(42,583)

Subject to compliance by the Board of Directors with the provisions of the Companies (Guernsey) Law, 2008 as amended in relation to the payment of dividends the Meeting further:

- (a) RESOLVED to approve the distribution of a dividend in an amount of €0.59 per share; and
- (b) ACKNOWLEDGED that the ex-dividend date shall be May 22, 2023, that the record date determining the eligibility to receive a dividend payment shall be May 23, 2023, and that the payment of the dividend shall commence on May 24, 2023.
- 5 Approval by Ordinary Resolution, to grant discharge to the Board of Directors of the Company for the exercise of their mandate during the financial year ended on December 31, 2022.

## DRAFT FOURTH RESOLUTION

The Meeting RESOLVED that the Directors of the Company be discharged from any liability for the exercise of their mandate during the financial year ended December 31, 2022.

- Approval by Ordinary Resolution, that the mandate of the following existing Directors of the Company be extended for a term ending at the Company's annual general meeting of shareholders to be held in 2024 without change to their existing remuneration as set by the ESG Committee:
  - (i) Marc Oursin, (ii) Z. Jamie Behar, (iii) Olivier Faujour, (iv) Frank Fiskers, (v) Ian Marcus, (vi) Padraig McCarthy, and (vii) Muriel de Lathouwer.

## DRAFT FIFTH RESOLUTIONS (EACH BEING A STANDALONE RESOLUTION)

(a) The Meeting RESOLVED to renew the mandate of Marc Oursin, born on April 7, 1962 in Paris, France, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term

- ending at the Company's annual general meeting of shareholders to be held in 2024.
- (b) The Meeting RESOLVED to renew the mandate of Z. Jamie Behar, born on May 6, 1957 in Pottsville, Pennsylvania, USA, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- (c) The Meeting RESOLVED to renew the mandate of Olivier Faujour, born on June 24, 1965 in Morlaix, France, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- (d) The Meeting RESOLVED to renew the mandate of Frank Fiskers, born on May 22, 1961 in Copenhagen, Denmark, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- (e) The Meeting RESOLVED to renew the mandate of Ian Marcus, born on January 16, 1959 in Bournemouth, UK, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- (f) The Meeting RESOLVED to renew the mandate of Padraig McCarthy, born on September 27, 1960 in Cork, Ireland, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- (g) The Meeting RESOLVED to renew the mandate of Muriel de Lathouwer, born on April 24, 1972 in Ixelles, Belgium, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- Approval by Ordinary Resolution, that the following proposed candidates be elected as Directors of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024, the remuneration of each, if elected, to be set at the standard levels as previously approved by the shareholders.
  - (i)Thomas Boyle and (ii) Lorna Brown.

DRAFT SIXTH RESOLUTIONS (EACH BEING A STANDALONE RESOLUTION)

- (a) The Meeting RESOLVED to appoint Thomas Boyle, born on February 21, 1983 in Ravenna, Ohio, USA, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- (b) The Meeting RESOLVED to appoint Lorna Brown, born on October 3, 1975 in Glasgow, Scotland, United Kingdom, and with professional address at Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey GY1 1EW, as director of the Company for a term ending at the Company's annual general meeting of shareholders to be held in 2024.
- Approval by Ordinary Resolution, that Ernst & Young LLP, of Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey ("EY Guernsey") be appointed as auditors for a term ending at the Company's annual general meeting of shareholders to be held in 2024 (the "Audit Period") until such time as Ernst & Young Réviseurs d'Entreprises SRL ("EY Belgium") becomes listed as a recognised auditor under Guernsey law at which point EY Guernsey be replaced by EY Belgium for the Audit Period and the directors shall decide the remuneration of EY Guernsey and/or EY Belgium as applicable in respect of the foregoing.

#### DRAFT SEVENTH RESOLUTION

The Meeting RESOLVED that **(a)** Ernst & Young LLP, of Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey ("EY Guernsey") be appointed as auditors for a term ending at the Company's annual general meeting of shareholders to be held in 2024 (the "Audit Period") until such time as Ernst & Young Réviseurs d'Entreprises SRL ("EY Belgium") becomes listed as a recognised auditor on the register maintained by the Guernsey Registrar of Companies pursuant to the Companies (Guernsey) Law, 2008 as amended (the "CGL") **(b)** EY Guernsey be removed as auditors immediately upon EY Belgium becoming listed as a recognised auditor on the register maintained by the Guernsey Registrar of Companies pursuant to the CGL **(c)** EY Belgium be appointed as auditors in respect of the Audit Period immediately upon becoming listed as a recognised auditor on the register maintained by the Guernsey Registrar of Companies pursuant to the CGL (d) the directors shall decide the remuneration of EY Guernsey and/or EY Belgium as applicable in respect of the foregoing resolutions.

9 Advisory vote on the Remuneration Report prepared by the ESG Committee of the Company for the financial year ended on December 31, 2022.

### DRAFT EIGHTH RESOLUTION

The Meeting RESOLVED to approve the Remuneration Report prepared by the ESG Committee of the Company for the financial year ended on December 31, 2022.