



NATIONAL STORAGE REIT ASX ANNOUNCEMENT

18 February 2020

RECEIPT OF UNSOLICITED CONFIDENTIAL NON-BINDING INDICATIVE PROPOSAL FROM WARBURG PINCUS

The Board of National Storage REIT (NSR) notes the recent media speculation regarding interest from Warburg Pincus to acquire NSR.

The NSR Board wishes to advise its securityholders that it has previously received an unsolicited confidential non-binding indicative proposal from Warburg Pincus for 100% of the issued stapled securities of NSR for a cash price of \$2.20 per stapled security by way of inter-conditional company and trust schemes (**Warburg Pincus indicative proposal**). The offer price will be reduced by any distribution declared or paid by NSR after the date of the Warburg Pincus indicative proposal, excluding the already declared December 2019 distribution of \$0.047 per stapled security to be paid on 28 February 2020.

The Warburg Pincus indicative proposal was received prior to the receipt of the proposal from Public Storage (NYSE: PSA) to acquire 100% of NSR as previously announced on 14 February 2020.

After careful consideration of the Warburg Pincus indicative proposal the NSR Board resolved to provide Warburg Pincus with access to non-exclusive due diligence. Warburg Pincus and National Storage entered into a confidentiality agreement to facilitate Warburg Pincus being provided with access to material non-public information concerning NSR. The Warburg Pincus indicative proposal contains customary conditions including completion of confirmatory due diligence, obtaining necessary board and regulatory approvals and execution of definitive legal documentation. Given the repeated press speculation regarding Warburg Pincus' interest the NSR Board has determined to disclose its indicative proposal.

Warburg Pincus is currently conducting its non-exclusive due diligence including review of confidential information provided by NSR and is in discussions with NSR management and its advisors in relation to the proposal.

Gaw Capital proposal

As previously announced on 23 January 2020, National Storage REIT (NSR) received a confidential non-binding indicative proposal from Gaw Capital Partners (GAW) to acquire 100% of the issued stapled securities of NSR (**GAW indicative proposal**). In a follow up announcement on 13 February 2020, NSR advised that discussions are ongoing with GAW in relation to its indicative proposal.

The price included in the GAW indicative proposal was \$2.20 per NSR stapled security. The offer price will be reduced by any distribution declared or paid by NSR after the date of the GAW indicative proposal, excluding the already declared December 2019 distribution of \$0.047 per stapled security to be paid on 28 February 2020.

GAW and NSR entered into a customary confidentiality agreement to facilitate GAW being provided with access to material non-public information concerning NSR.

NATIONAL STORAGE REIT (NSR)

National Storage Holdings Limited (ACN 166 572 845)

National Storage Financial Services Limited (ACN 600 787 246 AFSL 475 228) as responsible entity for National Storage Property Trust (ARSN 101 227 712)



GAW is currently conducting its non-exclusive due diligence including review of confidential information provided by NSR and is in discussions with NSR management and its advisors in relation to the proposal.

Public Storage proposal

NSR refers to its announcement on 14 February 2020 that it received an unsolicited non-binding indicative proposal from Public Storage to acquire 100% of the issued stapled securities of NSR for a cash price of \$2.40 per stapled security by way of inter-conditional company and trust schemes. The offer price will be reduced by any distribution declared or paid by NSR after the date of the proposal, excluding the already declared December 2019 distribution of \$0.047 per stapled security to be paid on 28 February 2020.

Public Storage and NSR entered into a customary confidentiality agreement to facilitate Public Storage being provided with access to material non-public information concerning NSR. Public Storage is currently conducting non-exclusive due diligence in respect of NSR and is in discussions with NSR management and its advisors in relation to the proposal.

NSR continues to work with these three parties in relation to proposals to acquire NSR and notes that discussions with each party are at this stage preliminary and subject to a number of conditions and there is no certainty that the discussions will lead to a final recommended offer.

The Board of NSR is committed to acting in the best interests of, and maximising value for, NSR securityholders.

The Board advises NSR securityholders to take no action at this time in respect of their securityholdings in NSR. NSR will continue to keep securityholders appropriately informed of any developments in accordance with its continuous disclosure requirements.

For further information please contact:

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Yours sincerely

A handwritten signature in blue ink, appearing to read "C. Fidler".

Claire Fidler
Company Secretary
National Storage REIT
Ph: 07 3218 8100

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