



19 August 2015

Attn: Mr Ivan Tatkovich
Adviser, Listings Compliance
ASX Compliance Pty Limited
20 Bridge Street
Sydney NSW 2000
Email: ivan.tatkovich@asx.com.au

Dear Mr Tatkovich

National Storage Holdings Limited: Appendix 3Y – Change of Director's Interest Notice

We refer to your correspondence dated 17 August 2015 in relation to the lodgement of the Change of Director's Interest Notices (collectively, the "**Director Notices**") lodged by National Storage Holdings Limited (the "**Company**") on 14 August 2015 for each of Mr Laurence Brindle, Mr Anthony Keane and Mr Andrew Catsoulis (each a "**Director**"). The Company responds as follows:

1. *Please explain why the Director Notices were lodged late.*

The Director Notices lodged on 14 August 2015 relate to the additional securities acquired by each Director through their respective participation in the Security Purchase Plan undertaken by National Storage REIT on or about 9 October 2014 ("**SPP**").

Each Director acquired the securities indirectly by a custodian or an associate as part of the SPP. Accordingly, the notifiable event was identified during register compliance checks following the time of the allotment of securities issued as part of the SPP resulting in the late lodgement of each Director Notice. This procedural oversight has been corrected as detailed below.

2. *What arrangements does the Company have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?*

The Company has procedures in place to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A. The Company has a Share Trading Policy which requires all directors to notify the Company Secretary of their permitted dealings in the Company's securities to enable the Company to meet its disclosure obligations.

During end of financial year compliance checks, it became apparent that each Director had indirectly acquired securities under the SPP. The Company then lodged the appropriate documentation with the ASX as soon as possible.

3. *If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?*

The Company and its Directors take their obligations under the ASX Listing Rules seriously and the Directors are aware of their obligations in relation to dealing in the securities of the Company to ensure compliance with the relevant ASX Listing Rule obligations.

The Company considers that its current procedures are adequate to ensure compliance with Listing Rule 3.19B and are enforced. However, the Company will also add additional periodic register checks and issue additional reminders to its directors concerning their disclosure obligations, and will re-issue these reminders during any transaction in which the Company proposes to raise further equity capital where directors are eligible to participate, as a matter of policy.

NATIONAL STORAGE REIT (NSR)

National Storage Holdings Limited (ACN 166 572 845)

The Trust Company (RE Services) Limited (ACN 003 278 831 AFSL 235 150) as responsible entity for National Storage Property Trust (ARSN 101 227 712)

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nationalstorage.com.au



In the present circumstances, the Company considers that the late lodgement in respect of each Director Notice was due to an administrative oversight rather than a systemic problem.

Yours Faithfully

A handwritten signature in black ink, appearing to read "P. Rogers", written over a light blue horizontal line.

Patrick Rogers
Company Secretary and General Counsel
National Storage Holdings Limited
(07) 3218 8111
Mobile: 0409 764 995
progers@nationalstorage.com.au

NATIONAL STORAGE REIT (NSR)

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17 August 2015

Mr Patrick Rogers
Company Secretary and General Counsel
National Storage Holdings Limited
Level 1
10 Felix Street
Brisbane QLD 4000

By email: progers@nationalstorage.com.au

Dear Mr Rogers

National Storage Holdings Limited (the "Entity"): Appendix 3Y – Change of Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Friday, 14 August 2015 for Chairman, Laurence Brindle;
2. The Appendix 3Y lodged by the Entity with ASX on Friday, 14 August 2015 for Non-Executive Director, Anthony Keane;
3. The Appendix 3Y lodged by the Entity with ASX on Friday, 14 August 2015 for Managing Director, Andrew Catsoulis;

(collectively, the "Director Notices");

4. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

5. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

6. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendices 3Y indicate that a change in the Directors' notifiable interests occurred on 9 October 2014. It appears that the Director Notices should have been lodged with ASX by 16 October 2014. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Director Notices were lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Thursday, 20 August 2015.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Ivan Tatkovich
Adviser, Listings Compliance