

SAFESTORE HOLDINGS PLC

SCHEDULE OF MATTERS RESERVED TO THE BOARD OF
SAFESTORE HOLDINGS PLC

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Schedule of matters reserved to the Board of Safestore Holdings plc (the "Company")

(adopted pursuant to a board meeting on 21 February 2007)

These are the matters reserved to the Board for its collective decision:

STRATEGIC ISSUES

- 1.1 To approve the annual budget (including operating and capital expenditure budgets) for the Company and its subsidiary undertakings (together the "**Group**" and each a "**Group Company**").
- 1.2 To approve annually a strategic plan for the following year for each Group Company.
- 1.3 To review the performance of the Group in light of its strategy, objectives, business plans and budget.
- 1.4 To approve any extension of the Group's business into any new strategic or geographic area.
- 1.5 To approve any decision to cease to operate all or any material part of the Group's business.
- 1.6 To approve the Group's risk management and treasury policies.
- 1.7 To review the Company's overall corporate governance arrangements.
- 1.8 To approve any changes to the Group's management and control structure.
- 1.9 To approve any changes to the Group's domicile or status.
- 1.10 To approve the Group's policies, including the code of conduct, the share dealing code, the health and safety policy, the environmental policy, the communications policy (including procedures for the release of price-sensitive information), the corporate social responsibility and the charitable donations policy.
- 1.11 Oversight of the Group's operations ensuring: competent and prudent management; sound planning; an adequate system of internal control; adequate accounting and other records; and compliance with statutory and regulatory obligations.

2. SHARE CAPITAL

- 2.1 To recommend to shareholders any increase in the authorised share capital of the Company or any reduction of capital or share buy back by the Company.
- 2.2 To allot, grant options over, offer or otherwise deal with or dispose of unissued shares in the capital of the Company or rights to subscribe for or convert any security into shares in the capital of the Company other than under an employees' share scheme or other long-term incentive scheme.
- 2.3 To fix any special rights or restrictions attaching to shares.

2.4 To recommend to shareholders any proposed employees' share scheme or other long-term incentive scheme or any alteration to an existing scheme and in connection with any such scheme to authorise the issue of invitations for participation, to grant options and to approve other related matters.

2.5 To approve any major changes to the Group's corporate structure.

3. **FINANCIAL ITEMS**

3.1 To approve the Company's annual accounts and reports to be made to shareholders (including interim results).

3.2 To approve the half-year financial statements and management accounts of the Company.

3.3 To approve the Company's dividend policy and fix the amount of a dividend to be recommended to shareholders, and to declare and make arrangements for the payment of interim dividends.

3.4 To approve transfers to reserves by the Company.

3.5 To authorise any single charitable contribution by a Group Company which exceeds £5,000 or any contributions which in aggregate exceed £20,000 per annum.

3.6 To authorise any political donations.

3.7 To consider at least once a year proposals for the Group's short-term and long-term financing plans.

3.8 To approve in principle the allotment by the Company of any debt securities, delegating authority, as the Board considers appropriate, to decide matters of detail.

3.9 To approve in principle the entering into by the Company of loan facilities, debt factoring, sale and leaseback arrangements, delegating authority, as the Board considers appropriate, to decide matters of detail.

3.10 To receive at each board meeting proposals in respect of the management of the Group's balance sheet foreign exchange exposure.

3.11 To approve valuations of the Company's assets.

3.12 To approve proposals for the placing of cash deposits exceeding £10 million with any single bank and to approve a list of banks with whom deposits may be placed up to such limit.

3.13 To approve the entering into by the Company of a finance or operating lease where the capital value of the asset(s) leased exceeds £500,000.

3.14 To approve the giving of guarantees and letters of comfort by the Company where the amount of the relevant loan or other liability exceeds £500,000, if the loan or liability is that of a Group Company or that of another person.

- 3.15 To review at least once a year the effectiveness of the Group's system of internal control. The review should cover all controls, including financial, operational and compliance controls and risk management.
- 3.16 To approve any prosecution, defence or settlement of litigation involving a liability expected to be more than £100,000 or being otherwise material to the interests of the Group.
- 3.17 To approve the overall levels of insurance for the Group including directors' and officers' liability insurance and indemnification of directors.
- 3.18 To approve any major changes to the rules of the Group's pension scheme, or changes of trustees or, when this is subject to the approval of the company, changes in the fund management arrangements.
- 3.19 Following recommendations from the Company's remuneration committee (the "**Remuneration Committee**"), to determine the remuneration policy for the directors, Company Secretary and other senior executives.
- 3.20 Unless the Articles of Association of the Company (the "**Articles**") provide otherwise, to determine the remuneration of the non-executive directors (including members of the Remuneration Committee), within the limits set in the Articles. Where permitted by the Articles, the Board may delegate this responsibility to a small sub-committee.
- 3.21 To report each year to shareholders on the Company's policy on remuneration, specifying the information required by the Listing Rules and the Combined Code (including Schedule A to the Code).
- 3.22 To use the remuneration report, as required by the Directors' Remuneration Report Regulations 2002, as the main vehicle through which the Company reports to shareholders on directors' remuneration and to ensure that the report forms part of, or is annexed to, the annual report and accounts.
- 3.23 To recommend to shareholders the appointment, reappointment or removal of the external auditor, following the recommendations of the Audit Committee.
- 3.24 To present a balanced and understandable assessment of the Company's position and prospects. This duty extends to interim and other price-sensitive public reports and reports to regulators as well as to information required to be presented by statutory requirements.
- 3.25 To approve any significant changes in accounting policies or practices of the Group.
- 3.26 To report that the business is a going concern, with supporting assumptions or qualifications as necessary.
- 3.27 To consider each year whether the circumstances are such that the shareholders should be invited to approve the policy set out in the Board's report to shareholders on remuneration. The Board should minute its conclusions.

3.28 To invite shareholders specifically to approve all new long term incentive schemes (as defined in the Listing Rules) and significant changes to existing schemes, except as permitted by paragraph 9.4.2 of the Listing Rules.

4. AGREEMENTS

4.1 To approve the acquisition or lease by the Company in the UK or overseas of an asset, including shares or any other interest in the capital of a body corporate, but excluding land: (a) where the consideration to be paid for the asset exceeds £500,000, or (b) where the consideration to be paid for the asset does not exceed £500,000 but the transaction pursuant to which the asset is acquired involves the acquisition of more than one asset and the total consideration to be paid for all the assets exceeds £500,000.

4.2 To approve the disposal by the Company in the UK or overseas of an asset, including shares or any other interest in the capital of a body corporate, but excluding land: (a) where the consideration to be received for the asset exceeds £250,000, or (b) where the book value of the asset exceeds £250,000.

4.3 To approve any agreement relating to the sale, purchase or lease of land, in the UK or overseas.

4.4 To approve any agreement to be entered into by a Group Company, other than an agreement falling within paragraph 3 or 4.1, 4.2 or 4.3, where the total value of the contract is likely to exceed £500,000.

4.5 To approve any major capital projects.

4.6 To approve any transactions with related parties for the purposes of Chapter 11 of the Listing Rules.

5. ADMINISTRATION

5.1 To authorise the affixing of the common seal of the Company to any document (other than share certificates and certificates issued in respect of debentures), and to decide who will sign any document to which the seal is affixed either generally or in relation to a particular instrument or type of instrument.

5.2 To grant a power of attorney.

5.3 To recommend to shareholders the alteration of the memorandum or the Articles.

5.4 To alter the accounting reference date and approve any significant change in accounting policies or practices.

5.5 To alter the registered office of the Company.

5.6 To recommend to shareholders the alteration of the name of the Company.

5.7 To approve press releases concerning matters decided by the Board.

5.8 To approve the appointment of the Group's principal professional advisers.

5.9 To approve this schedule of matters reserved for Board decisions.

6. COMMUNICATIONS WITH SHAREHOLDERS

- 6.1 To authorise the convening of and to approve the notice of, and any proxy form relating to, any general meeting of the Company as well as resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.2 To approve the issue of all circulars to shareholders and prospectuses of the Company.
- 6.3 To receive reports on the views of the Company's shareholders.

7. BOARD APPOINTMENTS AND ARRANGEMENTS

- 7.1 To approve changes to the structure, size and composition of the Board, following recommendations from the Company's Nomination Committee, including approving the appointment or removal of directors or the Company Secretary and arrangements in connection with those appointments and removals.
- 7.2 To approve the appointment of directors to specified offices, including the appointment of chairman and deputy chairman, chief executive, senior independent director and managing director and the division of responsibility between such offices.
- 7.3 To determine the independence of directors in accordance with the relevant provisions of the Combined Code.
- 7.4 To ensure adequate succession planning for the Board and senior management.
- 7.5 To approve the continuation in office of directors at the end of their term of office when they are due to be re-elected by shareholders at a general meeting of the Company and otherwise as appropriate.
- 7.6 To approve the continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the law and their service contract.
- 7.7 To approve the terms of any authorisations given to directors or senior managers.
- 7.8 To approve arrangements relating to the resignation of directors.
- 7.9 To approve applications by executive directors for permission to accept outside appointments.
- 7.10 To establish committees of the Board, appoint members and chairmen and set terms of reference in each case in accordance with the relevant provisions of the Combined Code.
- 7.11 To approve an appointments to boards of subsidiaries.
- 7.12 To receive reports from Board committees on their activities.
- 7.13 To undertake a formal and rigorous review annually of its own performance, that of its committees and individual directors.