

## COMPENSATION COMMITTEE CHARTER

### *Role*

The role of the Compensation Committee (the "Committee") of Self Storage Group, Inc. is to assist the Board of Directors (the "Board") of the Company by:

1. Making decisions on compensation of the Company's executive officers; and
2. Assisting the Board with other related tasks, as assigned from time to time.

### *Membership*

1. The Committee shall consist of one or more members of the Board, each of whom is to be (a) free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. (b) a non-interested person, as defined in the Investment Company Act of 1940, as amended, and the rules thereunder and (c) qualified under all other applicable laws and regulations.
2. Committee members shall be generally acquainted with compensation issues and have experience in one or more of the areas of the Committee's responsibilities.
3. Each member of the Committee shall serve until his or her successor has been named and qualified.

### *Operations*

1. The Committee shall meet at least once a year at the call of the Chair. Additional meetings may occur as any member of the Committee requests or its Chair deems advisable.
2. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
3. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of the state of Maryland.

### *Authority*

1. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, and shall be directly responsible for the

appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after conducting an independence assessment with respect to the adviser as provided for in the Securities Exchange Act of 1934, as amended.

2. The Committee will have the resources and authority necessary to discharge its duties and responsibilities.
3. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.
4. The Committee shall have the authority to form and delegate responsibilities to subcommittees as appropriate.
5. The Committee shall report to the Board from time to time as it deems appropriate, but not less than annually.

#### *Duties and Responsibilities*

The Compensation Committee shall have the following duties and responsibilities, in addition to any others that may be assigned by the Board from time to time:

1. Review and make recommendations about changes to the Committee's charter as required in the Committee's opinion;
2. Review and approve corporate goals and objectives relevant to the CEO's compensation and evaluate the CEO's performance relative to those goals and objectives and set the CEO's compensation annually;
3. Make recommendations annually to the Board with respect to the non-CEO compensation as the Committee deems appropriate; and
4. Produce a report concerning compensation in compliance with SEC requirements, if applicable.