



STOR-AGE PROPERTY REIT LIMITED

(Registration Number 2015/168454/06)

DECLARATION AND CONFLICTS OF INTEREST POLICY

INTRODUCTION

- 1 Stor-Age Property REIT Limited (the "**Company**") is a public company listed on the Johannesburg Stock Exchange ("**JSE**") on the equity and debt listings boards.
- 2 The purpose of this Conflicts of Interest Policy (the "**Policy**") relates to conflicts of interest in respect of the Directors, to provide guidelines for the management of any conflicts of interest arising in respect of any Directors and/or Executive Management, and to thereby ensure that the Company conducts its business in line with the highest ethical standards.

SCOPE OF THE POLICY

- 3 This Policy applies to all Directors, members of a Board committee, and Executive Management of the Company (collectively referred to as the "**Members**") in respect to how conflicting interests can be identified and managed or avoided. Definitions are as per the JSE Debt Listing Requirements and the Companies Act, No. 71 of 2008, as amended.

DEFINING CONFLICTS OF INTEREST

- 4 A conflict of interest, in relation to the respective Members, occurs when there is a direct or indirect conflict, in fact or in appearance, between the interests of such member and that of the Company. It applies to financial, economic, and other interests in any opportunity from which the Company may benefit, as well as the use of the property of the Company, including information. It also applies to the Members' Associates and/or Related Persons holding such interests. The conflict of interest is to be material in that there is a substantial likelihood that a reasonable person in the position concerned would attach importance to the conflict in evaluating the party to which it relates, and the transaction contemplated.
- 5 For the purposes of identifying the types of conflict of interest that may arise, some examples of potential conflicts of interest are set out below (which are not intended to be exhaustive) and include where the respective Member/s and/or any Associate/s and/or Related Person/s -
 - 5.1 is likely to make a financial gain, or avoid a financial loss, at the expense of the Company, or any member of the Group;
 - 5.2 has an interest in the outcome of a service provided to the Company or any member of the Group or of a transaction carried out on behalf of the Company or any member of the Group;
 - 5.3 has a financial or other incentive to favour his or her own interests or the interests of an Associate and/or Related Person over the interests of the Company and/or any member of the Group; or
 - 5.4 receives or will receive an inducement in relation to a service provided to the Company and/or any member of the Group, in the form of monies, goods or services.

Management of Member's Conflicts of Interest

- 6 Member's must manage and declare any conflicts of interest in accordance with the guidelines set out in 7, 8 and 9. In addition, the general nature of the conflict of interest must be disclosed, as well as any material information relating to the matter which is known to the Member.
- 7 Prior to or in accompaniment of a declaration, Members who have a conflict of interest in respect of any business transaction of the Company, or any member of the Group, must limit or remove their involvement or influence in such transaction, which shall include but is not limited to –
 - 7.1 abstaining from deciding on (agreeing to), making or influencing decisions on the potential conclusion of contracts;
 - 7.2 withdrawing from discussions, appointments or business proposals regarding involved parties, such as Associates and Related Person/s; and
 - 7.3 restricting or removing their access to information and documentation which relates to such conflict of interest.
- 8 Members must recuse themselves from deliberations and/or decisions in connection to a conflict of interest.
- 9 Any conflicts of interest, whether actual or potential, by Members must be disclosed to the CEO and by Directors / members of a Board Committee to the Company Secretary.
- 10 The management of conflicts of interest (other than Personal Financial Interests which is separately dealt with) as set out under this heading shall also apply to Directors, who shall be required to comply with these provisions in addition to the provisions of section 75 of the Act.

Management of Directors' Personal Financial Interests

- 11 Section 75 of the Act requires Directors to disclose:
 - 11.1 any Personal Financial Interests they may have in respect of a matter to be considered at a meeting of the Board or a Board committee, or in respect of which they know a Related Person has a Personal Financial Interest; and
 - 11.2 any Personal Financial Interests acquired by them in an agreement or other matter in which the Company and/or Group has an interest, or in respect of which they know a Related Person has an interest.

- 12 If a Director has a Personal Financial Interest in respect of a matter to be considered at a meeting of the Board or a Board committee, or in respect of which the Director knows a Related Person has a Personal Financial Interest, the Director:
- 12.1 must disclose the interest and its general nature to the meeting before the matter is considered at the meeting, as well as any material information relating to the matter, and known to the Director;
 - 12.2 must not take part in the consideration of the matter except to disclose any observations or pertinent insights relating to the matter if requested to do so by the other Directors;
 - 12.3 if present at the meeting, must leave the meeting immediately after making any disclosure required unless the Chairman of the meeting allows the Director to remain present;
 - 12.4 while absent from the meeting, is to be regarded as being present at the meeting for the purpose of determining a quorum for the meeting, however, is not regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted; and
 - 12.5 must not execute any document on behalf of the Company in relation to the matter unless specifically requested or directed to do so by the Board.

DISCLOSURE OF CONFLICTS OF INTEREST

- 13 Directors are required to disclose any Personal Financial Interest or other interest held by them or their Related Persons –
- 13.1 on being appointed to the Board;
 - 13.2 before all Board and Board Committee meetings; and
 - 13.3 whenever there have been any changes that are likely to result in or create a potential conflict of interest.
- 14 Disclosures must be addressed either verbally or in writing to the Company Secretary who shall maintain and manage the registers of conflicts of interest.
- 15 Registers of Conflicts of Interest
- 15.1 Current registers recording any conflicts of interest and/or Personal Financial Interests

of any Member must be maintained by the Company Secretary or HR department respectively and are available on the Company's website.

15.2 In the event that there are no recorded conflicts of interest, a negative statement to this effect must be made.