

## **GLOBAL SELF STORAGE, INC.**

### **AUDIT COMMITTEE CHARTER**

The Board of Directors (the “Board”) of Global Self Storage, Inc. (the “Company”) has adopted this Charter (this “Charter”) to govern the activities of the Audit Committee (the “Audit Committee”) of its Board. This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company’s Articles of Incorporation, as amended from time to time, and the Company’s Fourth Amended and Restated Bylaws, as amended from time to time, it is not intended to establish by its own force any legally binding obligations.

1. The Audit Committee shall have a minimum of three members and shall consist solely of members of the Board, each of whom must: (i) be an independent director as defined under Rule 5605(a)(2) (“Independent Director”); (ii) meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “Act”) (subject to the exemptions provided in Rule 10A-3(c) under the Act); (iii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and (iv) be able to read and understand fundamental financial statements, including a Company’s balance sheet, income statement, and cash flow statement. Additionally, at least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The members of the Audit Committee shall be appointed and may be replaced by the Board.
2. The purposes of the Audit Committee are to:
  - a. assist the Board in overseeing (1) the Company’s accounting and financial reporting policies and practices, its internal controls and, as appropriate, the internal controls of certain service providers, (2) the integrity, quality, and objectivity of the Company’s financial statements and the independent audit thereof; (3) the Company’s compliance with legal and regulatory requirements, (4) the Company’s independent auditor’s qualifications and independence, and (5) the performance of the Company’s independent auditors;
  - b. act as a liaison between the Company’s independent auditors and the Board; and
  - c. prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K and Item 7(d) of Schedule 14A, as necessary and applicable.

The function of the Audit Committee is oversight of accounting and financial reporting processes of the Company and the audits of the Company's financial statements. The Company's management is responsible for (i) the preparation, presentation and integrity of the Company's financial statements, (ii) the maintenance of appropriate accounting and financial reporting principles and policies and (iii) the maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The auditors are responsible for planning and carrying out proper audits and reviews. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company and are not necessarily, and do not necessarily represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures. Each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to the Company's Board), and (iii) statements made by the officers and employees of the Company or third parties as to any information technology, internal audit, and other non-audit services provided by the independent auditors to the Company. In addition, the review of the Company's financial statements by the Audit Committee is not of the same scope and quality as audits performed by the independent auditors, nor does the Audit Committee's review substitute for the responsibilities of the Company's management for preparing, or the independent auditors for auditing, the financial statements. Nothing in this Charter shall be construed to reduce the responsibilities or liabilities of the Company's service providers, including the independent auditors.

3. To carry out its purposes, the Audit Committee shall have the following duties, responsibilities, and powers:
  - a. to, in its capacity as a committee of the Board, be directly responsible for the appointment, compensation, retention and oversight of the work of the registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such registered public accounting firm must report directly to the Audit Committee;
  - b. to, at least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
  - c. to ensure receipt of a formal written statement from the auditors on a periodic basis specifically delineating all relationships between the auditors and the Company; to actively engage in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the auditors' objectivity and

independence; and to take, or recommend that the full Board take, appropriate action to oversee the independence of the auditors;

- d. to meet with the Company's independent auditors, including private meetings, and management, as necessary (i) to review the arrangements for and scope of the annual audit and any special audits; (ii) to discuss critical accounting policies and practices to be used in the annual audit and all alternative treatments, if any, of financial information within generally accepted accounting principles that have been discussed with management, and the ramifications of the use of such alternative treatments, if any; (iii) to review copies of any material written communication between the independent auditor and management; (iv) to review and discuss the Company's annual audited financial statements including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K; (v) to review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements; (vi) to review the adequacy and effectiveness of relevant internal controls and procedures and the quality of the staff implementing those controls and procedures; (vii) to discuss any matters of importance relating to the Company's financial statements, including any adjustments to such statements recommended by the auditors, or other results of said audit(s); (viii) to consider the auditors' comments with respect to the Company's financial policies, procedures and internal accounting controls and management's responses thereto; (ix) to review with the independent auditor any audit problems or difficulties and management's response; and (x) to review the form of opinion the auditors propose to render to the Company;
- e. to consider the effect upon the Company of any changes in accounting principles or practices proposed by management or the auditors;
- f. to review the audit and non-audit services provided to the Company by the auditors and the fees charged for such services;
- g. to consider for pre-approval any non-audit services (including fees and terms thereof) proposed to be provided by the auditors to the Company. In those situations when it is not convenient to obtain full Audit Committee approval, the Chairman of the Audit Committee is delegated the authority to grant pre-approvals of auditing, audit-related, non-audit related, tax, and all other services so long as all such pre-approved decisions are reviewed with the full Audit Committee at their next scheduled meeting. Such pre-approval of non-audit services proposed to be provided by the auditors to the Company is not necessary, however, under the following circumstances: (i) all such services do not aggregate to more than 5% of total revenues paid by the Company to the auditor in the fiscal year in which services are provided, (ii) such services were not recognized as non-audit services at the time of the engagement, and (iii) such services are brought to the attention of

the Audit Committee, and approved by the Audit Committee or by one or more members of the Audit Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Audit Committee, prior to the completion of the audit;

- h. to review any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or material weaknesses therein and any reported evidence of fraud involving management of other employees who have a significant role in the Company's internal controls;
- i. to review the status of the Audit Committee's members to determine if any of them may be considered a "financial expert" as defined in Section 407 of the Sarbanes-Oxley Act of 2002 and make recommendations regarding the "financial expert" determination to the full Board;
- j. to establish procedures for: the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Company, of concerns regarding questionable accounting or auditing matters;
- k. to discuss the Company's earnings press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies;
- l. to meet separately, periodically, with management and with independent auditors;
- m. to investigate improprieties or suspected improprieties in Company operations;
- n. to cause the preparation of any report or other disclosure required by NASDAQ, the Securities and Exchange Commission, the Public Company Accounting Oversight Board, or any other regulatory authority, as applicable;
- o. to report its activities to the full Board on a periodic basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate; and
- p. to engage independent counsel and other advisers, as it determines necessary to carry out its duties.
- q. to the extent applicable, to discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements;

- r. to the extent applicable, to discuss with the independent auditor the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as may be modified or supplemented from time to time.
- 4. The Audit Committee shall meet on a regular basis and is empowered to hold special meetings as circumstances require.
- 5. The Audit Committee shall regularly meet with the Company's management, including financial personnel.
- 6. The Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, as necessary, for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the Audit Committee as authorized herein; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
- 7. The Audit Committee shall evaluate the adequacy of this Charter and the performance of the Audit Committee at least annually and recommend any changes to the full Board. The Board shall also review and approve this Charter at least annually.
- 8. The Audit Committee will obtain from the independent auditor assurance that Section 10A(b) of the Act has not been implicated in the course of conducting an audit of the Company's financial statements.

#### **Reliance on Management, Other Committees, and Advisors**

The members of the Audit Committee, in performing their duties, shall be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports, or statements presented to them by any of the Company's officers or employees, or other committees of the Board, or by any other person as to matters the Audit Committee member reasonably believes are within such other person's professional or expert competence.

#### **General**

The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Audit Committee has authority to consult with internal or external legal, financial, or other advisors as it deems necessary to carry out its responsibilities.