





#### Wells Fargo 22nd Annual Real Estate Conference

February 2019

### Forward-Looking Statements and Non-GAAP Financial Measures

FORWARD-LOOKING STATEMENTS: We make forward-looking statements in this presentation that are subject to risks and uncertainties. These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. When we use the words "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "may" or similar expressions, we intend to identify forward-looking statements. The forward-looking statements contained in this presentation reflect our current views about future events and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause our actual results to differ significantly from those expressed in any forward-looking statement.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described in the annual report on Form 10-K filed with the SEC on February 26, 2019 (the "Annual Report") under the headings "business," "risk factors," "properties," and "management's discussion and analysis of financial condition and results of operations," as applicable. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This presentation and the information contained herein are for informational purposes only and may not be relied upon for any purpose, including in connection with the purchase or sale of any of our securities. Such information does not constitute an offer to sell or a solicitation of an offer to buy any security described herein.

Non-GAAP Financial Measures: This presentation contains certain non-GAAP financial measures, such as funds from operations ("FFO"), Core FFO, net operating income ("NOI"), EBITDA, and Adjusted EBITDA, which are each defined in NSA's Annual Report. These non-GAAP financial measures are presented because NSA's management believes these measures help investors understand NSA's business, performance and ability to earn and distribute cash to its shareholders by providing perspectives not immediately apparent from net income (loss). These measures are also frequently used by securities analysts, investors and other interested parties. The presentation of FFO, Core FFO, NOI, EBITDA, and Adjusted EBITDA herein are not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP and should not be considered as alternative measures of liquidity. In addition, NSA's definitions and method of calculating these measures may be different from those used by other companies, and, accordingly, may not be comparable to similar measures as defined and calculated by other companies that do not use the same methodology as NSA. Reconciliations of these non-GAAP financial measures to their most directly comparable GAAP measures for the three months ended and year-ended December 31, 2018 and 2017 are set forth in the Appendix attached hereto. In addition, reconciliations of these non-GAAP financial measures to their most directly comparable GAAP measures for the three months ended and year-ended December 31, 2018 and 2017 are set forth in the Appendix attached hereto. In addition, reconciliations of these non-GAAP financial measures to their most directly comparable GAAP measures for the three months ended 2015, September 30, 2018, 2017, 2016 and 2015, June 30, 2018, 2017, 2016 and 2015, and March 31, 2018, 2017 and 2016 are available in NSA's earnings releases for such period ends, which are furnished to the SEC guarterly as Exhibit 99.1 on Cur



### **Investment Highlights (NYSE: NSA)**





### **NSA Snapshot**



#### **14.8% Average Y-O-Y Increase in Core FFO/Share**<sup>(2)</sup>



- (1) Includes 176 properties NSA manages through its joint ventures, in which NSA has a 25% ownership interest. Property information as of February 6, 2019.
- (2) Since the Company's IPO at April 23, 2015.
- (3) Total Enterprise Value is defined as the sum of the Company's debt principal outstanding plus the perpetual preferred and common equity (on a fully diluted basis) valued at the closing price per share, respectively, as of each quarter end. SP equity is assumed converted using the hypothetical conversion ratio for the trailing twelve months ended at each respective quarter end, which we publicly disclose each quarter. See Supplemental Schedule 4 to each of our earnings releases which are furnished with the U.S. Securities and Exchange Commission.
  (4) Since the Company's IPO at April 23, 2015 through February 6, 2019; includes \$1.9 billion in wholly owned acquisitions and \$2.0 billion in Joint Venture acquisitions.



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### **Guiding Vision Unites Top Operators**



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(2) Excludes managed stores in the NSA captive pipeline and other.

(3) The iStorage brand is owned by NSA and is not a Participating Regional Operator; 34 of the 210 managed stores are NSA corporate owned stores.

### **NSA's Transformational Growth Since IPO**

**Core FFO/Share** 

RSF (MM)

#### NSA's PRO Model Drives All Aspects of Growth

Growth in Total Properties and Rentable Square Feet

Growth in Core FFO/Share and Dividend/Share

**Dividend/Share** 

Growth in Total Enterprise Value<sup>(1)</sup> and Share Price

**Total Enterprise Value (\$BN)** 

#### **# Properties**









Share Price

(1) Total Enterprise Value is defined as the sum of the Company's debt principal outstanding plus the perpetual preferred and common equity (on a fully diluted basis) valued at the closing price per share, respectively, as of each quarter end. SP equity is assumed converted using the hypothetical conversion ratio for the trailing twelve months ended at each respective quarter end, which we publicly disclose each quarter. See Supplemental Schedule 4 to each of our earnings releases which are furnished with the U.S. Securities and Exchange Commission.

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#### **Structure Promotes Internal and External Growth**





### **NSA's Tools and Decentralized Structure Deliver Results**

Since IPO NSA has an Average Year-over-Year Same Store Total Revenue Growth of 6.2% and Same Store NOI Growth of 8.4%





### **Structure Attracts Disciplined Growth-Oriented Operators**

Successful regional operators join NSA as PROs rather than third-party JV or sale options, giving NSA access to top properties not otherwise available

Criteria	NSA	JV	Sale / Exit
Liquidity / Monetization	✓	•	•
Ability to Maintain Property Management	<	•	
Participate in Upside	✓	•	
Enhance NOI Through Best Practices	<		
Opportunity and Incentives to Grow Portfolio	<		



### **NSA's Portfolio Growth Leads the Public REIT Peers**



NATIONAL STORAGE

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(1) As of February 6, 2019, NSA's portfolio consisted of 522 wholly-owned properties and 176 JV-owned properties.

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## **Transformational Acquisition**

#### The Fourth Largest Transaction in the History of the Self Storage Sector<sup>(1)</sup>

#### **Acquisition Highlights**

- New joint venture (the "2018 Joint Venture" and "JV") with an affiliate of Heitman America Real Estate REIT LLC, acquired the Simply Self Storage portfolio, a private real estate fund managed by Brookfield Asset Management
- ✓ 75% / 25% split between JV Investor / NSA
- Purchase price of \$1.325 billion representing a 5.6% underwritten cap rate
- High quality, stabilized portfolio of 112 properties in 17 states + Puerto Rico totaling 8.2 million sf and ~68,500 units
- NSA earns net management and platform fees of ~\$4.0 million per year
- Transaction is immediately accretive to NSA's Core FFO per share





(1) Source: BMO, S&P Global, Thompson Reuters, by enterprise value.

### 9th PRO: Southern Self Storage

#### New PRO Portfolio Highlights





## **10th PRO: Moove In Self Storage**

#### New PRO Portfolio Highlights



Contribution Captive Pipeline Acquisition

#### Total Portfolio

- 6 NSA Properties (~\$37 MM New to NSA)
- 13 Captive Pipeline
- Focused in the Mid-Atlantic
- Expected closing date of Q1 2019



### iStorage Portfolio Update



Growing Platform Totals 210 Stores					
	2016 Joint Venture	2018 Joint Venture	Corporate Stores	February 6, 2019	
Properties	73	103	34	210	
Rentable SF	~4.9MM	~7.7MM	~1.9MM	~14.5MM	
Units	~40,000	~63,000	~15,000	~118,000	
States / Markets	14 / 20	17 / 21	7 / 6	25 / 35	

#### **Portfolio Highlights**

✓ Increases the Company's presence in 25 states and 35 markets

✓NSA receives third party fee income for its management platform services, including property acquisitions, property management, call center management, customer acquisition services, brand services, website hosting and tenant warranty program management

✓JV properties serve as potential future acquisition opportunities

✓ Structure is established for larger portfolio acquisitions



## NSA's Top 15 Markets are Less Impacted by Supply

2.0 Portland, OR 1.9 1.8 Estimated Supply Growth / Estimated Demand Growth (1)(2)(3)(4) BostonMA 1.7 1.6 Supply 1.5 Minneapolis, MN Outpacing 1.4 Philadelphia, PA 1.3 Detroit, MI 1.2 Demand Indianapolis, IN 1.1 Balanced Supply / Demand Growth 1.0 Phoenix, AZ Cincinnati, OH Atlanta, GA Demand Dallas, TX 0.9 0.8 Outpacing Los Angeles, CA 0.7 Sarasota, FL 0.6 Supply 0.5 **Riverside-San Bernardino, CA** 0.4 Las Vegas, NV 0.3 Tulsa, OK 0.2 2% 3% 4% 5% 6% 7% 8% % of 2019 Budgeted Revenue All NSA Stores

Supply vs Demand by MSA Estimated: Jan 2018 through Dec 2022

1) We estimate supply growth for each market as follows: first, we add together the expected total net rentable square footage attributable to (i) all Fill-Up and Under Construction Properties and (ii) 50% of all Planned and Prospective Properties. Properties refers to all self storage properties (including NSA's) in the MSA's set forth above, tracked and reported by Yardi. Fill-Up are stores that have opened in the 24-month period prior to December 31, 2018. Under Construction are those currently under construction. Planned and Prospective are those with a permit in place or an approval pending to build. We divide this number by the total net rentable square footage of all properties in each market.

2) We estimate demand growth in each market by adding together (i) Experian's 5-year projections for the percentage increase in household growth in each market plus (ii) 5%, which represents our assumptions with respect to increased demand in each market irrespective of population growth.

3) The ratio of supply growth to demand growth in the table above is calculated based upon NSA's estimates and assumptions as set forth in footnotes 1 and 2 above. There can be no assurance that supply growth and demand growth in any market will correspond to such estimates. Some or all of our competitor's properties in these markets may not fill up, reach completion or be built at all or on the schedule currently contemplated and increases in population and non-population related demand may differ from our estimates and assumptions.



Source: Yardi Matrix and Experian.



### **NSA's Flexible Capital Structure Positioned for Growth**



(1) Principal debt outstanding as of December 31, 2018.

- (2) Total Enterprise Value is defined as the sum of the Company's debt principal outstanding plus the perpetual preferred and common equity (on a fully diluted basis) valued at the closing price per share, respectively, as of each quarter end. SP equity is assumed converted using the hypothetical conversion ratio for the trailing twelve months ended at each respective quarter end, which we publicly disclose each quarter. See Supplemental Schedule 4 to each of our earnings releases which are furnished with the U.S. Securities and Exchange Commission.
- (3) Net debt means principal debt outstanding less cash and cash equivalents as of December 31, 2018. Adjusted EBITDA is based on annualized current quarter for 2018.
- (4) Interest coverage is computed by dividing 2018 adjusted EBITDA by 2018 interest expense. Does not include loss on early extinguishment of debt.

(5) Yield is calculated based on current quarterly annualized dividend of \$1.20 divided by market closing price of NSA's common shares on December 31, 2018 of \$26.46.

(6) Equity outstanding as of December 31, 2018.

### **Balance Sheet Provides Strength and Flexibility** to Finance Growth





(1) Principal debt outstanding as of December 31, 2018.

(2) Effective interest rate incorporates the stated rate plus the impact of interest rate cash flow hedges and discount and premium amortization, if applicable. For the revolving line of credit, the effective interest rate excludes fees which range from 0.15% to 0.25% for unused borrowings.

### **NSA Delivers Top Quarterly Performance**

#### Third Quarter 2018<sup>(1)</sup>



SAME STORE REVENUE GROWTH



SAME STORE NOI GROWTH



CORE FFO/SHARE GROWTH





(1) Source: Third quarter 2018 public reporting.

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4.5%

#### **NSA Delivers Strong Results Versus Peers**

#### Fourteen Quarters of Performance Since IPO: 4/23/15 through 9/30/18<sup>(1)(2)</sup>





(1) Source: 2015, 2016, 2017 and 2018 public reporting and SNL Financial.

(2) Quarterly averages are computed using a simple average of year-over-year guarterly growth rates from second guarter 2015 through third guarter 2018.

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## Appendix

### Self Storage Has Consistently Outperformed

#### Self Storage Has Outperformed Over Last 25 Years on Total Return With Less Volatility

- Since 1994, total returns for self storage have outperformed all other equity REIT sectors while experiencing the least volatility
  - The industry is expected to continue to generate substantial NOI growth
  - Savings expected through improved scale, new technology and centralized infrastructure

Customer Bargaining Power

Competitive

Rivalry

Supplier Bargaining Power

#### **Five Forces Driving Self Storage**



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Threat of New

Entrants

### **Highly Fragmented Industry: Consolidation Opportunity**

- Highly fragmented sector
  - ~46,000<sup>(1)</sup> self storage properties with over 30,000 operators<sup>(2)</sup>
  - Over \$33 billion in annual revenue<sup>(2)</sup> and over \$300 billion in private market value
- NSA PRO growth primarily targets top private operators with 20 or more institutional quality properties in the top 100 MSAs
  - Top 100 operators, excluding public REITs, own and/or manage over 3,800 self storage properties<sup>(1)(3)</sup>



#### Top 40 Operators<sup>(1)</sup>

1 Public Storage 2 Extra Space Storage, Inc. 3 CubeSmart 4 U-Haul International, Inc. 5 National Storage Affiliates Trust (NYSE: NSA) Life Storage, Inc. StorageMart StorQuest Self Storage SmartStop Asset Management LLC 10 Metro Storage LLC 11 Westport Properties Inc. 12 W.P. Carey Inc. 13 Storage Asset Management, Inc. 14 Absolute Storage Management 15 TnT Self Storage Management 16 All Storage 17 WorldClass Holdings/Great Value Storage 18 Argus Professional Storage Management 19 Compass Self Storage 20 Morningstar Properties 21 The Lock Up Self Storage 22 StoragePRO Management Co. 23 West Coast Self-Storage 24 The Jenkins Organization. Inc. 25 Red Dot Storage 26 Self-Storage Consulting Group LLC 27 Reliant Real Estate Management LLC 28 Universal Storage Group

29 Platinum Storage Group

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- 30 Urban Self Storage, Inc.
- 31 Caster Properties, Inc. dba A-1 Self Storage
- 32 BACO Realty Corp dba Security Public Storage
- 33 Brookwood Properties LLC
- Brundage Management Co., Inc. dba A-AAAKey Mini 34 Storage/Key Storage
- 35 Devon Self Storage
- 36 Rosewood Property Company
- 37 Strat Property Management, Inc.
- 38 Pogoda Companies
- 39 Dahn Corporation
- 40 Store-It Self Storage



- 2019 Self-Storage Almanac based on total NRSF; survey excludes small, rural facilities. (1)
- (2) Self Storage Association estimates.
- Represents the number of facilities owned and/or managed by top operators, excluding NSA and other publicly traded entities. (3)

### **Structure Incentivizes PROs To Perform**



Note: Proportion of SP units and OP units in each acquisition will vary. In general, the number of OP units issued will be capped at a level intended to provide a minimal level of operating cash flow ("CF") allocation on unreturned capital attributable to the OP units. Debt Service is reflective of interest expense and scheduled principal amortization. Post-contribution capital structure is reflective of oce and does not reflect market value. This hypothetical capital structure as does not reflect market value. This hypothetical capital structure as flow allocation is for illustrative purposes only and reflects the terms of the partnership agreement: SP unit holders receive a 6% allocation of on their unreturned capital contributions after a 6% allocation on unreturned capital attributable to OP unit holders, and then share in the allocation of any excess cash flow 50/50 with OP unit holders. The REIT is allocated \$36K of the operating CF allocated to OP units related to the 50/50 split of excess operating CF. The allocation of operating CF between the SP units and OP units is for purposes of determining distributions on SP units and does not represent the operating CF that will be distributed on OP units (or paid as dividends on NSA's common shares). Any distribution of operating CF allocated to OP units will be made at the discretion of NSA (and paid as dividends on our common shares at the discretion of our board of trustees).



#### **Structure Offers Cash Flow Stability and Downside Protection**

Shareholders benefit from less volatile cash flow and downside protection

#### Illustrative Impact on Operating Cash Flow Allocation for Single Acquisition<sup>(1)</sup>



Note: PRO CAD Growth is comprised of cash available to PROs through their ownership interests in both OP and SP units. REIT CAD Growth is comprised of cash available to all other equity stakeholders.
 (1) This illustrative sensitivity graph reflects the capital structure of a single acquisition and operating CF allocation assumptions reflected on page 21. This hypothetical capital structure and cash flow allocation is for illustrative purposes only and reflects the terms of the partnership agreement: SP unit holders receive a 6% allocation of operating CF on their unreturned capital contributions after a 6% allocation on unreturned capital attributable to OP unit holders, and then share in the allocation of any excess cash flow 50/50 with OP unit holders. This allocation of operating CF between the SP units and OP units is for purposes of determining distributions on SP units and does not represent the operating CF that will be distributed on OP units (or paid as dividends on NSA's common shares). Any distribution of operating CF allocated to OP units will be made at the discretion of NSA (and paid as dividends on NSA's common shares at the discretion of our board of trustees).



# Earnings (Loss) Per Share – Diluted to Funds From Operations ("FFO") and Core FFO Per Share and Unit Reconciliation

	Three Months Ended December 31,		Year Ended December 31,		
(dollars in thousands, except per share and unit amounts)	2018	2017	2018	2017	
Earnings (loss) per share - diluted	\$ (0.16)	\$ (0.08)	\$ 0.07	\$ 0.01	
Impact of the difference in weighted average number of shares <sup>(1)</sup>	0.06	0.02	(0.03)	-	
Impact of GAAP accounting for noncontrolling interests, two-class method and treasury stock method <sup>(2)</sup>	0.24	0.18	0.49	0.59	
Add real estate depreciation and amortization	0.26	0.27	1.04	1.00	
Add Company's share of unconsolidated real estate venture real estate depreciation and amortization	0.06	0.02	0.12	0.10	
Subtract gain on sale of self storage properties	-	-	-	(0.08)	
FFO attributable to subordinated performance unitholders	(0.09)	(0.10)	(0.32)	(0.39)	
FFO per share and unit	0.37	0.31	1.37	1.23	
Add acquisition costs and Company's share of unconsolidated real estate venture acquisition costs	-	0.01	0.01	0.01	
Core FFO per share and unit	\$0.37	\$0.32	\$1.38	\$1.24	

Source: Q4 2018 Company financials.

(1) Adjustment accounts for the difference between the weighted average number of shares used to calculate diluted earnings per share and the weighted average number of shares used to calculate FFO and Core FFO per share and unit. Diluted earnings per share is calculated using the two-class method for the company's restricted common shares and the treasury stock method for certain unvested LTIP units, and assumes the conversion of subordinated performance units into OP units (i) after a lock-out period and (ii) upon certain events or conditional. For additional information about the conversion of subordinated performance units and DownREIT subordinated performance units into OP units, see Note 10 to the Company's most recent annual report on Form 10-K, filed with the Securities and Exchange Commission. The computation of weighted average shares and units for FFO and Core FFO per share and unit induces all subordinated performance units and DownREIT subordinated performance units into OP units, see Note 10 to the Company's most recent annual report on Form 10-K, filed with the Securities and Exchange Commission. The computation of weighted average shares and units for FFO per share and unit induces all restricted outlinbuders based on distributions and excludes all subordinated performance units and DownREIT subordinated performance units and core FFO to the related unitholders based on distributions declared.

(2) Represents the effect of adjusting the numerator to consolidated net income (loss) prior to GAAP allocations for noncontrolling interests, after deducting preferred share and unit distributions, and before the application of the two-class method and treasury stock method, as described above in footnote (1).



### **Net Income to Net Operating Income Reconciliation**

		Three Months Ended December 31,		Year Ended December 31,	
(dollars in thousands)	2018	2017	2018	2017	
Net income	\$14,483	\$12,015	\$56,326	\$45,998	
(Subtract) add:					
Management fees and other revenue	(4,846)	(2,083)	(12,310)	(8,061)	
General and administrative expenses	10,606	7,994	36,220	30,060	
Depreciation and amortization	22,921	20,169	89,147	75,115	
Interest expense	11,961	9,280	42,724	34,068	
Equity in losses of unconsolidated real estate ventures	1,713	79	1,423	2,339	
Acquisition costs	192	143	663	593	
Income tax expense	349	392	818	1,159	
Loss (gain) on sale of self storage properties	-	28	(391)	(5,715)	
Non-operating expense (income)	160	(17)	91	58	
Net Operating Income	\$57,539	\$48,000	\$214,711	\$175,614	



Source: Q4 2018 Company financials.

### **Net Income to EBITDA & Adjusted EBITDA Reconciliation**

	Three Months Ended December 31,		Year Ended December 31,	
(dollars in thousands)	2018	2017	2018	2017
Net income	\$14,483	\$12,015	\$56,326	\$45,998
Add:				
Depreciation and amortization	22,921	20,169	89,147	75,115
Company's share of unconsolidated real estate venture depreciation and amortization	5,524	1,464	10,233	7,296
Interest expense	11,961	9,280	42,724	34,068
Income tax expense	349	392	818	1,159
EBITDA	\$55,238	\$43,320	\$199,248	\$163,636
Add (subtract):				
Acquisition costs	192	143	663	593
Company's share of unconsolidated real estate venture acquisition costs	-	-	-	22
Loss (gain) on sale of self storage properties	-	28	(391)	(5,715)
Company's share of unconsolidated real estate venture loss on sale of properties	-	-	205	-
Equity-based compensation expense	1,029	920	3,837	3,764
Adjusted EBITDA	\$56,459	\$44,411	\$203,562	\$162,300



Source: Q4 2018 Company financials.

#### **Contact Us**

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