

## **PUBLIC STORAGE**

### **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES**

1. The Compensation Committee (the “Committee”) of the Board of Trustees (the “Board”) shall consist of at least two members who shall meet the requirements of the New York Stock Exchange and other applicable rules and regulations. Members shall be appointed to, and removed from the Committee, by the Board.
2. The Committee shall have the following purposes, duties and responsibilities:
  - Review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the CEO’s performance in light of these goals and objectives, and, after discussion at a meeting of the Board, either as a committee or together with the other independent trustees (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider the Company’s performance and relative shareholder value, the value of similar incentive awards to CEOs at comparable companies and prior awards to the Company’s CEO.
  - Review and (i) determine, either as a committee or together with the other independent trustees (as directed by the Board) or (ii) recommend to the Board for determination, the compensation of all other executive officers of the Company.
  - Unless otherwise provided in a plan document or resolutions of the Board, supervise, administer and evaluate incentive, equity-based and other compensatory plans of the Company in which executive officers participate, including (i) approving guidelines and size of grants and awards to executive officers, (ii) making grants and awards to executive officers, (iii) interpreting and promulgating rules relating to the plans, (iv) modifying or canceling grants or awards to executive officers, (v) designating employees eligible to participate and (vi) imposing limitations and conditions on grants or awards to executive officers.
  - Review and approve or make recommendations to the Board with respect to employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits, and any material amendments to any of the foregoing, applicable to executive officers.
  - Review and discuss the Compensation Discussion and Analysis (CD&A) with Company management and, based on the review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company’s proxy statement and/or annual report on Form 10-K.

- Review and discuss, at least annually, whether any risks arising from the Company's compensation policies and practices are reasonably likely to have any material adverse effects.
  - Review shareholder proposals and advisory votes related to compensation and benefits.
  - Provide a description of the processes and procedures for the consideration and determination of executive compensation, as required for inclusion in the Company's proxy statement.
  - Prepare a Compensation Committee Report for inclusion in the Company's proxy statement and/or its annual report on Form 10-K.
  - Report to the Board on any significant matters arising from the Committee's work.
  - Annually evaluate the performance of the Committee and review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
  - Perform such other duties and responsibilities as may be assigned to the Committee by the Board or as designated in plan documents.
3. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with the charter. The Committee shall have the authority to delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
  4. The Committee has authority to retain outside advisors as it deems necessary to carry out its responsibilities. The Committee shall have the sole authority to engage and terminate any compensation consultant to assist in the evaluation of a trustee, CEO or executive compensation, and shall have the sole authority to approve the fees and other terms of retention of such compensation consultants. Any payment or commitment that involves \$50,000 or more shall require prior approval of the Board.