

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2024

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: 001-12681

GLOBAL SELF STORAGE, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

13-3926714
(I.R.S. Employer
Identification Number)

Global Self Storage, Inc.
3814 Route 44
Millbrook, NY 12545
(212) 785-0900

(Address, including zip code, and telephone number, including area code, of Company's principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares, \$0.01 par value per share	SELF	NASDAQ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock, par value \$0.01 per share, as of July 30, 2024 was 11,266,761.

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STATEMENT ON FORWARD LOOKING INFORMATION

Certain information presented in this report may contain “forward-looking statements” within the meaning of the federal securities laws including the Private Securities Litigation Reform Act of 1995. Forward looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions and other information that is not historical information. In some cases, forward looking statements can be identified by terminology such as “believes,” “plans,” “intends,” “expects,” “estimates,” “may,” “will,” “should,” or “anticipates” or the negative of such terms or other comparable terminology, or by discussions of strategy. All forward-looking statements made by the Company involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company, which may cause the Company’s actual results to be materially different from those expressed or implied by such statements. We may also make additional forward looking statements from time to time. All such subsequent forward-looking statements, whether written or oral, by us or on our behalf, are also expressly qualified by these cautionary statements. All forward-looking statements, including without limitation, management’s examination of historical operating trends and estimates of future earnings, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them, but there can be no assurance that management’s expectations, beliefs and projections will result or be achieved.

All forward looking statements apply only as of the date made. Except as required by law, we undertake no obligation to publicly update or revise forward looking statements which may be made to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in or contemplated by this report. Any forward-looking statements should be considered in light of the risks referenced in “Item 1A. Risk Factors” included in our most recent annual report on Form 10-K and in other subsequent filings with the Securities and Exchange Commission (the “SEC”). Such factors include, but are not limited to:

- **general risks associated with the ownership and operation of real estate, including changes in demand, risks related to redevelopment (including expansion) of self storage properties, potential liability for environmental contamination, natural disasters and adverse changes in tax, real estate and zoning laws and regulations;**
- **risks associated with downturns in the national and local economies in the markets in which we operate, including risks related to current economic conditions and the economic health of our customers;**
- **the impact of competition from new and existing self storage and commercial properties and other storage alternatives;**
- **difficulties in our ability to successfully evaluate, finance, integrate into our existing operations, and manage acquired and redeveloped properties;**
- **risks related to our redevelopment of properties and expansions and related lease up at our existing properties and/or participation in joint ventures;**
- **risks of ongoing litigation and other legal and regulatory actions, which may divert management’s time and attention, require us to pay damages and expenses or restrict the operation of our business;**
- **the impact of the regulatory environment as well as national, state, and local laws and regulations including, without limitation, those governing the environment, taxes and our tenant reinsurance business and real estate investment trusts (“REITs”), and risks related to the impact of new laws and regulations;**
- **risk of increased tax expense associated either with a possible failure by us to qualify as a REIT, or with challenges to intercompany transactions with our taxable REIT subsidiaries;**
- **changes in federal or state tax laws related to the taxation of REITs, which could impact our status as a REIT;**
- **increases in taxes, fees and assessments from state and local jurisdictions;**
- **security breaches or a failure of our networks, systems or technology;**
- **our ability to obtain and maintain financing arrangements on favorable terms;**
- **market trends in our industry, interest rates, the debt and lending markets or the general economy;**
- **the timing of acquisitions and our ability to execute on our acquisition pipeline;**
- **general volatility of the securities markets in which we participate;**

- **changes in the value of our assets;**
- **changes in interest rates and the degree to which our hedging strategies may or may not protect us from interest rate volatility;**
- **increasing inflation;**
- **our ability to continue to qualify and maintain our qualification as a REIT for U.S. federal income tax purposes;**
- **availability of qualified personnel;**
- **difficulties in raising capital at a reasonable cost;**
- **fiscal policies or inaction at the U.S. federal government level, which may lead to federal government shutdowns or negative impacts on the U.S economy;**
- **estimates relating to our ability to make distributions to our stockholders in the future; and**
- **economic uncertainty due to the impact of terrorism, infectious or contagious diseases or pandemics, or war.**

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

GLOBAL SELF STORAGE, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2024	December 31, 2023
Assets		
Real estate assets, net	\$ 54,727,596	\$ 55,481,220
Cash and cash equivalents	6,956,246	6,921,779
Restricted cash	145,597	106,767
Investments in securities	2,679,681	2,775,029
Accounts receivable	155,626	169,410
Prepaid expenses and other assets	641,327	629,196
Line of credit issuance costs, net	—	50,801
Interest rate cap	1,656	50,881
Goodwill	694,121	694,121
Total assets	<u>\$ 66,001,850</u>	<u>\$ 66,879,204</u>
Liabilities and equity		
Note payable, net	\$ 16,632,091	\$ 16,901,219
Accounts payable and accrued expenses	1,747,532	1,731,958
Total liabilities	<u>18,379,623</u>	<u>18,633,177</u>
Commitments and contingencies		
Stockholders' equity		
Preferred stock, \$0.01 par value: 50,000,000 shares authorized; no shares outstanding	—	—
Common stock, \$0.01 par value: 450,000,000 shares authorized; 11,266,761 shares and 11,153,513 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	112,668	111,535
Additional paid in capital	49,371,816	49,229,020
Accumulated deficit	(1,862,257)	(1,094,528)
Total stockholders' equity	<u>47,622,227</u>	<u>48,246,027</u>
Total liabilities and stockholders' equity	<u>\$ 66,001,850</u>	<u>\$ 66,879,204</u>

See notes to unaudited consolidated financial statements.

GLOBAL SELF STORAGE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS and COMPREHENSIVE INCOME
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Revenues				
Rental income	\$ 2,983,039	\$ 2,965,178	\$ 5,896,500	\$ 5,889,582
Other property related income	108,489	98,375	212,339	190,112
Management fees and other income	17,510	22,465	34,239	44,277
Total revenues	3,109,038	3,086,018	6,143,078	6,123,971
Expenses				
Property operations	1,171,169	1,089,977	2,402,285	2,211,315
General and administrative	892,822	809,623	1,695,550	1,489,335
Depreciation and amortization	409,136	408,538	816,064	815,379
Business development	—	—	2,275	5,249
Total expenses	2,473,127	2,308,138	4,916,174	4,521,278
Operating income	635,911	777,880	1,226,904	1,602,693
Other income (expense)				
Dividend and interest income	87,450	86,488	142,327	128,054
Unrealized gain (loss) on marketable equity securities	79,530	(115,347)	(95,348)	246,703
Interest expense	(211,361)	(170,951)	(416,203)	(406,839)
Total other expense, net	(44,381)	(199,810)	(369,224)	(32,082)
Net income and comprehensive income	\$ 591,530	\$ 578,070	\$ 857,680	\$ 1,570,611
Earnings per share				
Basic	\$ 0.05	\$ 0.05	\$ 0.08	\$ 0.14
Diluted	\$ 0.05	\$ 0.05	\$ 0.08	\$ 0.14
Weighted average shares outstanding				
Basic	11,087,539	11,041,503	11,080,489	11,037,868
Diluted	11,134,894	11,083,258	11,121,296	11,081,799

See notes to unaudited consolidated financial statements.

GLOBAL SELF STORAGE, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common stock		Additional paid in	Accumulated	Total
	Shares	Par value	capital	deficit	stockholders' equity
Balances at December 31, 2023	11,153,513	\$ 111,535	\$ 49,229,020	\$ (1,094,528)	\$ 48,246,027
Restricted stock grants issued	114,378	1,144	(1,144)	—	—
Restricted stock grant forfeiture	(843)	(8)	8	—	—
Stock-based compensation	—	—	71,004	—	71,004
Net income	—	—	—	266,150	266,150
Dividends	—	—	—	(808,568)	(808,568)
Balances at March 31, 2024	11,267,048	112,671	49,298,888	(1,636,946)	47,774,613
Restricted stock grants issued	400	4	(4)	—	—
Restricted stock grant forfeiture	(687)	(7)	7	—	—
Stock-based compensation	—	—	72,925	—	72,925
Net income	—	—	—	591,530	591,530
Dividends	—	—	—	(816,841)	(816,841)
Balances at June 30, 2024	11,266,761	\$ 112,668	\$ 49,371,816	\$ (1,862,257)	\$ 47,622,227

See notes to unaudited consolidated financial statements.

GLOBAL SELF STORAGE, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common stock		Additional paid in capital	Accumulated deficit	Total stockholders' equity
	Shares	Par Value			
Balances at December 31, 2022	11,109,077	\$ 111,091	\$ 49,029,712	\$ (801,689)	\$ 48,339,114
Restricted stock grants issued	37,976	380	(380)	—	—
Restricted stock grant forfeiture	(3,145)	(32)	32	—	—
Stock-based compensation	—	—	37,787	—	37,787
Net income	—	—	—	992,541	992,541
Dividends	—	—	—	(805,228)	(805,228)
Balances at March 31, 2023	11,143,908	111,439	49,067,151	(614,376)	48,564,214
Stock-based compensation	—	—	43,921	—	43,921
Net income	—	—	—	578,070	578,070
Dividends	—	—	—	(807,933)	(807,933)
Balances at June 30, 2023	11,143,908	\$ 111,439	\$ 49,111,072	\$ (844,239)	\$ 48,378,272

See notes to unaudited consolidated financial statements.

GLOBAL SELF STORAGE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30,	
	2024	2023
Cash flows from operating activities		
Net income	\$ 857,680	\$ 1,570,611
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	816,064	815,379
Unrealized loss (gain) on marketable equity securities	95,348	(246,703)
Unrealized loss on interest rate cap premium	49,225	6,237
Amortization of loan procurement costs	68,918	69,515
Stock-based compensation	143,929	81,708
Changes in operating assets and liabilities:		
Accounts receivable	13,784	(7,308)
Prepaid expenses and other assets	(12,131)	(140,934)
Accounts payable and accrued expenses	11,664	161,750
Net cash provided by operating activities	<u>2,044,481</u>	<u>2,310,255</u>
Cash flows from investing activities		
Improvements and equipment additions	(62,440)	(154,135)
Net cash used in investing activities	<u>(62,440)</u>	<u>(154,135)</u>
Cash flows from financing activities		
Principal payments on note payable	(287,245)	(275,472)
Dividends paid	(1,621,499)	(1,610,067)
Net cash used in financing activities	<u>(1,908,744)</u>	<u>(1,885,539)</u>
Net increase in cash, cash equivalents, and restricted cash	73,297	270,581
Cash, cash equivalents, and restricted cash, beginning of period	7,028,546	6,515,007
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 7,101,843</u>	<u>\$ 6,785,588</u>
Supplemental cash flow and noncash information		
Cash paid for interest	\$ 358,950	\$ 370,723
Supplemental disclosure of noncash activities:		
Dividends payable	\$ 3,910	\$ 3,094

See notes to unaudited consolidated financial statements.

GLOBAL SELF STORAGE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. ORGANIZATION

Global Self Storage, Inc. (the “Company,” “we,” “our,” “us”) is a self-administered and self-managed Maryland real estate investment trust (“REIT”) that owns, operates, manages, acquires, and redevelops self storage properties (“stores” or “properties”) in the United States. As of June 30, 2024, through its wholly owned subsidiaries, the Company owned and/or managed 13 self-storage properties in Connecticut, Illinois, Indiana, New York, Ohio, Pennsylvania, South Carolina, and Oklahoma. The Company operates primarily in one segment: rental operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements of the Company are presented on the accrual basis of accounting in accordance with accounting standards generally accepted in the United States of America (“GAAP”) for interim financial information, and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they may not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (including normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. The consolidated balance sheet as of December 31, 2023 has been derived from the Company’s audited financial statements as of that date, but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2023.

Cash, Cash Equivalents, and Restricted Cash

The Company’s cash is deposited with financial institutions located throughout the United States and at times may exceed federally insured limits. Cash equivalents may consist of money market fund shares and may include, among other things, highly liquid investments purchased with an original maturity of three months or less. Restricted cash is comprised of escrowed funds deposited with a bank relating to capital expenditures.

The carrying amount reported on the balance sheet for cash, cash equivalents, and restricted cash approximates fair value.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash in our unaudited consolidated balance sheets to the total amount shown in our consolidated statements of cash flows:

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Cash and cash equivalents	\$ 6,956,246	\$ 6,921,779
Restricted cash	145,597	106,767
Total cash, cash equivalents, and restricted cash as shown in our unaudited consolidated statements of cash flows	<u>\$ 7,101,843</u>	<u>\$ 7,028,546</u>

Income Taxes

The Company has elected to be treated as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”). In order to maintain its qualification as a REIT, among other things, the Company is required to distribute at least 90% of its REIT taxable income to its stockholders and meet certain tests regarding the nature of its income and assets. As a REIT, the Company is not subject to federal income tax with respect to that portion of its income which meets certain criteria and is distributed annually to stockholders. The Company plans to continue to operate so that it meets the requirements for taxation as a REIT. Many of these requirements, however, are highly technical and complex. If the Company were to fail to meet these requirements, it would be subject to federal income tax. In management's opinion, the requirements to maintain these elections are being fulfilled. The Company is subject to certain state and local taxes.

The Company has elected to treat its corporate subsidiary, SSG TRS LLC, as a taxable REIT subsidiary (“TRS”). In general, the Company’s TRS may perform additional services for tenants and may engage in any real estate or non-real estate related business. A TRS is subject to federal corporate income tax.

The Company recognizes the tax benefits of uncertain tax positions only where the position is “more likely than not” to be sustained assuming examination by tax authorities. The Company has reviewed its tax positions and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on federal, state, and local income tax returns for open tax years (2021 – 2023), or are expected to be taken in the Company’s 2024 tax returns.

Marketable Equity Securities

Investments in equity securities that have readily determinable fair values are measured at fair value. Gains or losses from changes in the fair value of equity securities are recorded in net income, until the investment is sold or otherwise disposed. The specific identification method is used to determine the realized gain or loss on investments sold or otherwise disposed.

Fair value is determined using a valuation hierarchy generally by reference to an active trading market, using quoted closing or bid prices. Judgment is used to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive.

Real Estate Assets

Real estate assets are carried at cost, less accumulated depreciation. Direct and allowable internal costs associated with the development, construction, renovation, and improvement of real estate assets are capitalized. Property taxes and other costs associated with development incurred during a construction period are capitalized. A construction period begins when expenditures for a real estate asset have been made and activities that are necessary to prepare the asset for its intended use are in progress. A construction period ends when an asset is substantially complete and ready for its intended use.

Acquisition costs are generally capitalized for acquisitions that qualify as asset acquisitions. When properties are acquired, the purchase price is allocated to the tangible and intangible assets acquired and liabilities assumed based on estimated fair values. Allocations to land, building and improvements, and equipment are recorded based upon their respective fair values as estimated by management.

In allocating the purchase price for an acquisition, the Company determines whether the acquisition includes intangible assets or liabilities. The Company allocates a portion of the purchase price to an intangible asset attributed to the value of in-place leases. This intangible is generally amortized to expense over the expected remaining term of the respective leases. Substantially all of the leases in place at acquired properties are at market rates, as the majority of the leases are month-to-month contracts.

Repairs and maintenance costs are charged to expense as incurred. Major replacements and betterments that improve or extend the life of the asset are capitalized and depreciated over their estimated useful lives. Depreciation is computed using the straight-line method over the estimated useful lives of the buildings and improvements, which are generally between 5 and 39 years.

Derivative Financial Instruments

The Company carries all derivative financial instruments on the balance sheet at fair value. Fair value of derivatives is determined by reference to observable prices that are based on inputs not quoted on active markets, but corroborated by market data. The accounting for changes in the fair value of a derivative instrument depends on whether the derivative has been designated and qualifies as part of a hedging relationship. The Company’s use of derivative instruments has been limited to an interest rate cap agreement. For derivative instruments not designated as cash flow hedges, the unrealized gains and losses are included in interest expense in the accompanying statements of operations. For derivatives designated as cash flow hedges, the effective portion of the changes in the fair value of the derivatives is initially reported in accumulated other comprehensive income in the Company’s balance sheets and subsequently

reclassified into earnings when the hedged transaction affects earnings. The valuation analysis of the interest rate cap reflects the contractual terms of derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves.

Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses generally consist of property tax accruals, unearned rental income, and trade payables.

Revenue and Expense Recognition

Revenues from stores, which are primarily composed of rental income earned pursuant to month-to-month leases for storage space, as well as associated late charges and administrative fees, are recognized as earned in accordance with ASC Topic 842, *Leases*. Promotional discounts reduce rental income over the promotional period. Ancillary revenues from sales of merchandise and tenant insurance and other income are recognized as earned in accordance with ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606").

The Company's management fees are earned subject to the terms of the related property management services agreements ("PSAs"). These PSAs provide that the Company will perform management services, which include leasing and operating the property and providing accounting, marketing, banking, maintenance and other services. These services are provided in exchange for monthly management fees, which are based on a percentage of revenues collected from stores owned by third parties. PSAs generally have original terms of three years, after which management services are provided on a month-to-month basis unless terminated. Management fees are due on the last day of each calendar month that management services are provided.

The Company accounts for the management services provided to a customer as a single performance obligation which are rendered over time each month in accordance with ASC 606. The total amount of consideration from the contract is variable as it is based on monthly revenues, which are influenced by multiple factors, some of which are outside the Company's control. No disaggregated information relating to PSAs is presented as the Company currently has only one contract.

General and administrative expenses and property operations expenses, which may include among other expenses, property taxes, utilities, repairs and maintenance, and other expenses, are expensed as incurred. The Company accrues for property tax expense based upon actual amounts billed and, in some circumstances, estimates and historical trends when bills or assessments have not been received from the taxing authorities or such bills and assessments are in dispute.

Evaluation of Asset Impairment

The Company evaluates its real estate assets and intangible assets, if any, for indicators of impairment. If there are indicators of impairment and we determine that the asset is not recoverable from future undiscounted cash flows to be received through the asset's remaining life (or, if earlier, the expected disposal date), we record an impairment charge to the extent the carrying amount exceeds the asset's estimated fair value or net proceeds from expected disposal.

The Company evaluates goodwill for impairment annually and whenever relevant events, circumstances, and other related factors indicate that fair value may be less than carrying amounts. If it is determined that the carrying amount of goodwill exceeds the amount that would be allocated to goodwill if the reporting unit were acquired for estimated fair value, an impairment charge is recorded. There were no indicators of impairment to goodwill and real estate assets as of June 30, 2024, and no impairment charges were recorded for any periods presented herein.

Stock-based Compensation

The measurement and recognition of compensation expense for all stock-based compensation awards to employees and independent directors are based on estimated fair values. Awards granted are measured at fair value and any compensation expense is recognized over the service periods of each award. For awards granted which contain a graded vesting schedule and the only condition for vesting is a service condition, compensation cost is recognized as an expense on a straight-line basis over the requisite service period as if the award was, in substance, a single award. For awards granted for which vesting is subject to a performance condition, compensation cost is recognized over the requisite service period if and when the Company concludes it is probable that the performance condition will be achieved. The estimated number of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised.

Loan Procurement Costs

Loan procurement costs on the Company's term loan note payable are presented as a direct deduction from the carrying amount of the related debt liability. The loan procurement costs related to the note payable are amortized using the effective interest method

over the life of the loan. Loan procurement costs associated with the Company's revolving line of credit remain in line of credit issuance costs, net of amortization on the Company's consolidated balance sheets. The costs related to the revolving line of credit are amortized using the straight-line method, which approximates the effective interest method, over the estimated life of the related debt.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from management's estimates.

Recently Issued Accounting Standards

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07 – Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amended guidance requires the disclosure of incremental segment information, including significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and a reconciliation of segment profit or loss to net income. The title and position of the CODM must also be disclosed, along with how the CODM uses the reported measures to assess segment performance and to allocate resources. Entities with a single reportable segment (such as the Company) will be required to provide the disclosures required by Topic 280, as amended. The standard became effective for the Company on January 1, 2024 and the required disclosures for the Company will begin with its Annual Report on Form 10-K for the fiscal year ending December 31, 2024. The adoption and implementation of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

3. REAL ESTATE ASSETS

The carrying value of the Company's real estate assets is summarized as follows

	June 30, 2024	December 31, 2023
Land	\$ 6,122,065	\$ 6,122,065
Buildings, improvements, and equipment	60,977,937	60,915,497
Self storage properties	67,100,002	67,037,562
Less: Accumulated depreciation	(12,372,406)	(11,556,342)
Real estate assets, net	<u>\$ 54,727,596</u>	<u>\$ 55,481,220</u>

4. MARKETABLE EQUITY SECURITIES

Investments in marketable equity securities consisted of the following:

June 30, 2024	Cost Basis	Gross Unrealized		Value
		Gains	Losses	
Investment in marketable equity securities				
Common stocks	\$ 755,487	\$ 1,924,194	\$ —	\$ 2,679,681
Total investment in marketable equity securities	<u>\$ 755,487</u>	<u>\$ 1,924,194</u>	<u>\$ —</u>	<u>\$ 2,679,681</u>

December 31, 2023	Cost Basis	Gross Unrealized		Value
		Gains	Losses	
Investment in marketable equity securities				
Common stocks	\$ 755,487	\$ 2,019,542	\$ —	\$ 2,775,029
Total investment in marketable equity securities	<u>\$ 755,487</u>	<u>\$ 2,019,542</u>	<u>\$ —</u>	<u>\$ 2,775,029</u>

5. FAIR VALUE MEASUREMENTS

The Company applies the methods of determining fair value to value its financial assets and liabilities. The application of fair value measurements may be on a recurring or nonrecurring basis depending on the accounting principles applicable to the specific asset or liability or whether management has elected to carry the item at its estimated fair value.

The hierarchy of valuation techniques is based on whether the inputs to those techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 — Quoted prices in active markets for identical instruments or liabilities.

Level 2 — Prices determined using other significant observable inputs. Observable inputs are inputs that other market participants would use in pricing an asset or liability and are developed based on market data obtained from sources independent of the Company. These may include quoted prices for similar assets and liabilities, interest rates, prepayment speeds, credit risk, and market-corroborated inputs.

Level 3 — Prices determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Company's own assumptions about the factors that market participants use in pricing an asset or liability and are based on the best information available in the circumstances.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when estimating fair value. The valuation method used to estimate fair value may produce a fair value measurement that may not be indicative of ultimate realizable value. Furthermore, while management believes its valuation methods are appropriate and consistent with those used by other market participants, the use of different methods or assumptions to estimate the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Those estimated values may differ significantly from the values that would have been used had a readily available market for such loans or investments existed, or had such loans or investments been liquidated, and those differences could be material to the financial statements.

Fair valued assets consist of shares of marketable equity securities and an interest rate cap. The value of the equity securities is based on a traded market price and is considered to be a level 1 measurement, and the value of the interest rate cap is based on its maturity and observable market-based inputs including interest rate curves and is considered to be a level 2 measurement.

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of June 30, 2024 and December 31, 2023:

June 30, 2024	Level 1	Level 2	Level 3	Total
Assets				
Marketable equity securities	\$ 2,679,681	\$ —	\$ —	\$ 2,679,681
Interest rate cap derivative	—	1,656	—	1,656
Total assets at fair value	<u>\$ 2,679,681</u>	<u>\$ 1,656</u>	<u>\$ —</u>	<u>\$ 2,681,337</u>
December 31, 2023				
Assets				
Marketable equity securities	\$ 2,775,029	\$ —	\$ —	\$ 2,775,029
Interest rate cap derivative	—	50,881	—	50,881
Total assets at fair value	<u>\$ 2,775,029</u>	<u>\$ 50,881</u>	<u>\$ —</u>	<u>\$ 2,825,910</u>

There were no assets transferred from level 1 to level 2 as of June 30, 2024. The Company did not have any level 3 assets or liabilities as of June 30, 2024.

The fair values of financial instruments including cash and cash equivalents, restricted cash, accounts receivable, and accounts payable and accrued expenses approximated their respective carrying values as of June 30, 2024. The estimated fair value of the Company's outstanding debt was approximately \$14,771,671 as of June 30, 2024. This estimate was based on market interest rates for comparable obligations, general market conditions, and maturity.

6. DERIVATIVES

The Company's objective in using an interest rate derivative is to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company uses an interest rate cap to manage interest rate risk. The Company carries the initial premium paid for the interest rate cap as an asset on the balance sheet at fair value. The change in the unrealized gain or loss of the initial premium is recorded as an increase or decrease to interest expense.

The following table summarizes the terms of the Company's derivative financial instrument:

Product	Notional Amount		Strike	Effective Date	Maturity Date
	June 30, 2024	December 31, 2023			
Cap Agreement	\$ 7,500,000	\$ 7,500,000	3.75%	12/20/2021	7/6/2024

The Company is potentially exposed to credit loss in the event of non-performance by the counterparty. The Company does not anticipate the counterparty to fail to meet its obligations as they become due.

7. NOTE PAYABLE AND REVOLVING LINE OF CREDIT

Note Payable

On June 24, 2016, certain wholly owned subsidiaries (“Term Loan Secured Subsidiaries”) of the Company entered into a loan agreement and certain other related agreements (collectively, the “Term Loan Agreement”) between the Term Loan Secured Subsidiaries and Insurance Strategy Funding IV, LLC (the “Lender”). Under the Term Loan Agreement, the Term Loan Secured Subsidiaries borrowed from the Lender in the principal amount of \$20 million pursuant to a promissory note (the “Term Loan Promissory Note”). The Term Loan Promissory Note bears an interest rate equal to 4.192% per annum and is due to mature on July 1, 2036. Pursuant to a security agreement (the “Term Loan Security Agreement”), the obligations under the Term Loan Agreement are secured by certain real estate assets owned by the Term Loan Secured Subsidiaries.

The Company entered into a non-recourse guaranty on June 24, 2016 (the “Term Loan Guaranty,” and together with the Term Loan Agreement, the Term Loan Promissory Note and the Term Loan Security Agreement, the “Term Loan Documents”) to guarantee the payment to the Lender of certain obligations of the Term Loan Secured Subsidiaries under the Term Loan Agreement.

The Term Loan Documents require the Term Loan Secured Subsidiaries and the Company to comply with certain covenants, including, among others, a minimum net worth test and other customary covenants. The Lender may accelerate amounts outstanding under the Term Loan Documents upon the occurrence of an event of default (as defined in the Term Loan Agreement) including, but not limited to, the failure to pay amounts due or commencement of bankruptcy proceedings. As of June 30, 2024, the Company was in compliance with these covenants.

The Company incurred loan procurement costs of \$646,246 and such costs have been recorded as a reduction of the note payable on the consolidated balance sheet and are amortized as an adjustment to interest expense over the term of the loan. The Company recorded amortization expense of \$9,020 and \$9,321 for the three months ended June 30, 2024 and 2023, respectively and \$18,117 and \$18,715 for the six months ended June 30, 2024 and 2023, respectively.

As of June 30, 2024 and December 31, 2023, the carrying value of the Company’s note payable is summarized as follows:

Note Payable	June 30, 2024	December 31, 2023
Principal balance outstanding	\$ 16,957,442	\$ 17,244,687
Less: Loan procurement costs, net	(325,351)	(343,468)
Total note payable, net	\$ 16,632,091	\$ 16,901,219

As of June 30, 2024, the note payable was secured by certain of the Company’s self storage properties with an aggregate net book value of approximately \$23.6 million. The following table represents the future principal payment requirements on the note payable as of June 30, 2024:

2024 (6 months)	\$ 294,343
2025	607,488
2026	633,449
2027	660,519
2028	688,746
2029 and thereafter	14,072,897
Total principal payments	\$ 16,957,442

Revolving Line of Credit

On July 6, 2021, certain wholly owned subsidiaries (“Amended Credit Facility Secured Subsidiaries”) of the Company entered into a first amendment to the Credit Facility Loan Agreement (collectively, the “Amended Credit Facility Loan Agreement”) between the Amended Credit Facility Secured Subsidiaries and The Huntington National Bank (“Huntington”), successor by merger to TCF

National Bank (“Amended Credit Facility Lender”). Under the Amended Credit Facility Loan Agreement, the Amended Credit Facility Secured Subsidiaries may borrow from the Amended Credit Facility Lender in the principal amount of up to \$15 million, reduced to \$14.75 million and \$14.5 million in years 2 and 3, respectively, pursuant to a promissory note (the “Amended Credit Facility Promissory Note”). The Amended Credit Facility Promissory Note bears an interest rate equal to 3% plus the greater of the Secured Overnight Financing Rate (“SOFR”) plus 0.11448% or one-quarter of one percent (0.25%) and is due to mature on July 6, 2024. As of June 30, 2024, the effective interest rate was approximately 8.44%. The obligations under the Amended Credit Facility Loan Agreement are secured by certain real estate assets owned by the Amended Credit Facility Secured Subsidiaries. The Company entered into an amended and restated guaranty of payment on July 6, 2021 (“Amended Credit Facility Guaranty,” and together with the Amended Credit Facility Loan Agreement, the Amended Credit Facility Promissory Note and related instruments, the “Amended Credit Facility Loan Documents” or the “Revolving Line of Credit”) to guarantee the payment to the Amended Credit Facility Lender of certain obligations of the Amended Credit Facility Secured Subsidiaries under the Amended Credit Facility Loan Agreement. The Company and the Amended Credit Facility Secured Subsidiaries paid customary fees and expenses in connection with their entry into the Amended Credit Facility Loan Documents.

The Revolving Line of Credit requires the Secured Subsidiaries and the Company to comply with certain covenants, including, among others, customary financial covenants. The Lender may accelerate amounts outstanding under the Loan Documents upon the occurrence of an Event of Default (as defined in the Agreement) including, but not limited to, the failure to pay amounts due to the Lender or commencement of bankruptcy proceedings.

The Company incurred issuance costs of \$231,926 and \$477,981 for the July 6, 2021 Revolving Line of Credit extension and entry into the Revolving Line of Credit in December 18, 2018, respectively, and such costs are amortized as an adjustment to interest expense using the straight-line method, which approximates the effective interest method, over the term of the loan. The Company recorded amortization expense of \$24,500 and \$25,400 for the three months ended June 30, 2024 and 2023, respectively \$50,801 and \$50,801 for the six months ended June 30, 2024 and 2023, respectively. There was no outstanding loan balance under the Revolving Line of Credit as of June 30, 2024 or December 31, 2023.

8. LEASES

Global Self Storage as Lessor

The Company's property rental revenue is primarily related to rents received from tenants at its operating stores. The Company's leases with its self storage tenants are generally on month-to-month terms, include automatic monthly renewals, allow flexibility to increase rental rates over time as market conditions permit, and provide for the collection of contingent fees such as late fees. These leases do not include any terms or conditions that allow the tenants to purchase the leased space. All self-storage leases for which the Company acts as lessor have been classified as operating leases. The real estate assets related to the Company's stores are included in "Real estate assets, net" on the Company's consolidated balance sheets and are presented at historical cost less accumulated depreciation and impairment, if any. Rental income related to these operating leases is included in property rental revenue on the Company's consolidated statements of operations, and is recognized each month during the month-to-month terms at the rental rate in place during each month.

Global Self Storage as Lessee

The Company is a lessee in a lease agreement for an automobile entered into November 2022 with a lease term of three years. The lease agreement does not contain any material residual value guarantees or material restrictive covenants. The Company's lease agreement has been classified as an operating lease. Lease expense for payments related to the Company's operating lease is recognized on a straight-line basis over the lease term.

Right-of-use assets represent the Company's right to use an underlying asset during the lease term and lease liabilities represent the Company's obligation to make lease payments as specified in the lease. Right-of-use assets and lease liabilities related to the Company's operating leases are recognized at the lease commencement date based on the present value of the remaining lease payments over the lease term. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available surrounding the Company's secured borrowing rates and implied secured spread at the lease commencement date in determining the present value of lease payments. The right-of-use asset also includes any lease payments made at or before lease commencement less any lease incentives. The Company had right-of-use assets and lease liabilities related to its operating leases of \$26,226 and \$26,226, respectively, as of June 30, 2024 and \$35,726 and \$35,726, respectively, as of December 31, 2023. Such amounts are amortized using a straight-line method over the term of the lease, and are included in prepaid expenses and other assets and accounts payable and accrued expenses on the Company's consolidated balance sheets, respectively. Amortization expense was \$4,773 and \$4,596 for the three months ended June 30, 2024 and 2023, respectively, and \$9,500 and \$9,150 for the six months ended June 30, 2024

and 2023, respectively. As of June 30, 2024, the Company's weighted average remaining lease term and weighted average discount rate related to its operating leases were approximately 1.3 years and 3.77%, respectively.

The remaining future minimum lease payments under the automobile lease are \$26,931 as of June 30, 2024 and the future minimum lease payments are \$10,098 and \$16,833 for the years ending December 31, 2024 and 2025, respectively.

9. EARNINGS PER SHARE

Earnings per share is calculated under the two-class method under which all earnings (distributed and undistributed) are allocated to each class of common stock and participating securities based on their respective rights to receive dividends. The Company grants restricted stock to certain employees under its stock-based compensation programs, which entitle recipients to receive nonforfeitable dividends during the vesting period on a basis equivalent to the dividends paid to holders of the Company's common stock, \$0.01 par value; these unvested awards meet the definition of participating securities.

The following table sets forth the computation of basic and diluted earnings per share:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Net income	\$ 591,530	\$ 578,070	\$ 857,680	\$ 1,570,611
Earnings and dividends allocated to participating securities	(12,302)	(6,983)	(18,036)	(12,258)
Net income attributable to common stockholders	<u>\$ 579,228</u>	<u>\$ 571,087</u>	<u>\$ 839,644</u>	<u>\$ 1,558,353</u>
Weighted average common shares outstanding:				
Average number of common shares outstanding - basic	11,087,539	11,041,503	11,080,489	11,037,868
Net effect of dilutive unvested restricted stock awards included for treasury stock method	47,355	41,755	40,807	43,931
Average number of common shares outstanding - diluted	<u>11,134,894</u>	<u>11,083,258</u>	<u>11,121,296</u>	<u>11,081,799</u>
Earnings per common share				
Basic	\$ 0.05	\$ 0.05	\$ 0.08	\$ 0.14
Diluted	\$ 0.05	\$ 0.05	\$ 0.08	\$ 0.14

Common stock dividends totaled \$816,841 (\$0.0725 per share) and \$807,933 (\$0.0725 per share) for the three months ended June 30, 2024 and 2023, respectively, and \$1,625,409 (\$0.0725 per share) and \$1,613,161 (\$0.0725 per share) for the six months ended June 30, 2024 and 2023, respectively.

10. RELATED PARTY TRANSACTIONS

Certain officers and directors of the Company also serve as officers and/or directors of Winmill & Co. Incorporated (“Winco”), Bexil Corporation, Tuxis Corporation (“Tuxis”), and/or their affiliates (collectively with the Company, the “Affiliates”). As of June 30, 2024, certain of the Affiliates and the Company’s directors and employees may be deemed to own, in the aggregate, approximately 9.3% of the outstanding common stock.

Pursuant to an arrangement between a professional employer organization (“PEO”) and the Affiliates, the PEO provides payroll, benefits, compliance, and related services for employees of the Affiliates in accordance with applicable rules and regulations under the Code and, in connection therewith, Midas Management Corporation (“MMC”), a subsidiary of Winco, acts as a conduit payer of compensation and benefits to the Affiliates’ employees including those who are concurrently employed by the Company and its Affiliates. The aggregate compensation and benefits accrued and funded by the Company to MMC were \$751,841 and \$675,872 for the three months ended June 30, 2024 and 2023, respectively, and \$1,550,902 and \$1,416,052 for the six months ended June 30, 2024 and 2023, respectively. Expenses for various concurrently used administrative and support functions incurred by the Affiliates are allocated at cost among them. The aggregate administrative and support function expenses accrued and paid by the Company to Winco was \$8,000 and \$6,818 for the three months ended June 30, 2024 and 2023, respectively, and \$15,064 and \$13,846 for the six months ended June 30, 2024 and 2023, respectively. The Affiliates participate in a 401(k) retirement savings plan for substantially all qualified employees. A matching expense based upon a percentage of contributions to the plan by eligible employees is incurred and allocated among the Affiliates. The matching expense is accrued and funded on a current basis and may not exceed the amount permitted as a deductible expense under the Code. The Company’s allocated matching expense was \$28,245 and \$26,400 for the three months ended June 30, 2024 and 2023, respectively, and \$57,297 and \$53,804 for the six months ended June 30, 2024 and 2023, respectively. The Company had reimbursements payable to MMC and Winco for compensation, benefits, and administrative and support function expenses of \$51,886 and \$23,523 as of June 30, 2024 and December 31, 2023, respectively.

The Company currently reimburses monthly automobile expenses of \$1,000 per month to its President, Mark C. Winmill. To the extent that the monthly payment under the Company’s automobile lease exceeds the current monthly reimbursement amount, Mr. Winmill voluntarily reimburses the Company for the excess amount. In this regard, Mr. Winmill has reimbursed the Company \$8,198 and \$8,198 for the automobile payments paid and due in 2024 and 2023, respectively.

The Company leases office space and storage to certain Affiliates under rental agreements. The terms of occupancy are month to month and automatically renew unless terminated by either party on thirty days’ written notice. The Company earned rental income of \$1,200 and \$1,200 for the three months ended June 30, 2024 and 2023, respectively, and \$2,400 and \$2,400 for the six months ended June 30, 2024 and 2023, respectively.

11. CAPITAL STOCK

As of June 30, 2024, the Company was authorized to issue 450,000,000 shares of common stock of which 11,266,761 were issued and outstanding. The Company was also authorized to issue 50,000,000 shares of preferred stock, \$0.01 par value, of which none has been issued.

On January 14, 2022, the Company entered into an At Market Offering Sales Agreement (the “Sales Agreement”) with B. Riley Securities, Inc. (the “Agent”) pursuant to which the Company may sell, from time to time, shares of common stock having an aggregate offering price of up to \$15,000,000, through the Agent. There were no shares of common stock sold during the three and six months ended June 30, 2024 and 2023, under the Sales Agreement.

12. STOCK-BASED COMPENSATION

On October 16, 2017 (“Effective Date”), the Company’s stockholders approved the Company’s 2017 Equity Incentive Plan (the “Plan”). The Plan is designed to provide equity-based incentives to certain eligible persons, as defined in the Plan, in the form of options, share appreciation rights, restricted stock, restricted stock units, dividend equivalent rights or other forms of equity-based compensation as determined in the discretion of the Board of Directors, the Compensation Committee of the Board of Directors, or other designee thereof. The total number of shares of common stock reserved and available for issuance under the Plan on the Effective Date was 760,000.

The Company recorded \$72,925 and \$43,921 for the three months ended June 30, 2024 and 2023, respectively, and \$143,929 and \$81,708 for the six months ended June 30, 2024 and 2023, respectively, of expense related to restricted stock awards in general and administrative expense in its consolidated statements of operations. As of June 30, 2024, there was \$444,982 and \$259,253 of unrecognized compensation expense related to unvested time-based and performance-based restricted stock awards, respectively. That cost is expected to be recognized over a weighted-average period of 3.3 years and 2.8 years for time-based and performance-based

awards, respectively. The fair value of common stock awards is determined based on the closing trading price of the common stock on the grant date. Forfeitures are accounted for as they occur, compensation cost previously recognized for an award that is forfeited because of a failure to satisfy a service or performance condition is reversed in the period of the forfeiture.

Time-Based Restricted Stock Grants

These time-based grants vest solely based on continued employment, with 6.25% of the shares eligible to vest on each three-month anniversary of the grant date during the remaining four-year time vesting period. Time-based restricted stock cannot be transferred during the vesting period. These time-based restricted stock grants entitle the holder to dividends paid by the Company on shares of its common stock, including unvested shares.

A summary of the Company's performance-based restricted stock grant activity is as follows:

Time-Based Restricted Stock Grants	Shares		Weighted-Average Grant-Date Fair Value
Unvested at December 31, 2023	33,100	\$	4.84
Granted	91,052	\$	4.32
Vested	(21,480)	\$	4.50
Forfeited	(1,530)	\$	5.22
Unvested at June 30, 2024	101,142	\$	4.44

Performance-Based Restricted Stock Grants

Performance-based restricted stock grants vest based on continued employment and the achievement of certain Funds from Operations, as adjusted ("AFFO") and same store revenue growth ("SSRG") goals by the Company during the year of the grant. Each of these performance components are weighted 50% and are measured over the performance cycle, which is defined as the year ending on December 31st in the year of the grant. At the end of the performance cycle, the financial performance components are reviewed to determine the number of shares actually earned, which can be as low as 0% of shares granted and up to a maximum of 200% of shares granted. The shares which are earned will remain subject to quarterly vesting during the remaining four-year time vesting period. Dividends paid by the Company prior to the determination of how many shares are earned will be retained by the Company and released only with respect to earned shares. If a Change in Control (as defined in the Plan) occurs the number of shares earned will equal the greater of the number of shares granted and the number of shares which would have been earned based on the AFFO and SSRG through the date of the Change in Control. If following a Change in Control, a grantee is terminated by the Company without Cause or by the grantee with Good Reason (as each is defined in the Plan), all unvested restricted stock will fully vest.

A summary of the Company's time-based restricted stock grant activity is as follows:

Performance-Based Restricted Stock Grants	Shares		Weighted-Average Grant-Date Fair Value
Unvested at December 31, 2023	40,024	\$	5.14
Granted	23,726	\$	4.32
Vested	(8,147)	\$	5.07
Unvested at June 30, 2024	55,603	\$	4.80

13. COMMITMENTS AND CONTINGENCIES

The Company enters into contracts that contain a variety of representations and warranties and which may provide general indemnifications. The Company's maximum exposure under these arrangements is unknown as it involves future claims that may be made against the Company under circumstances that have not occurred.

14. RISKS AND UNCERTAINTIES

General Market Risks

The Company's operating activities are affected by global and national economic, political and market conditions generally and also by the local economic conditions where its assets are located. U.S. and international markets have experienced volatility in recent months and years due to a number of economic, political and global macro factors, including rising inflation, wars between Russia and Ukraine and in the Middle East, and the impact of the coronavirus ("COVID-19") global pandemic. Uncertainties regarding the level of central banks' interest rate increases, political events, the Russia-Ukraine conflict and the Israel-Hamas conflict, trade tensions and the possibility of a national or global recession have also contributed to market volatility. The full impact of such external events on the financial and credit markets and consequently on the Company's financial conditions and results of operations is uncertain and cannot be fully predicted. The Company will continue to monitor these events and will adjust its operations as necessary.

Credit Risk

Credit risk - Financial assets that are exposed to credit risk consist primarily of cash, cash equivalents, and restricted cash and certain portions of accounts receivable including rents receivable from our tenants. Risk to collection of rents receivable is mitigated by: (i) dispersion of rents receivable across many tenants, (ii) marketing targeted to tenants that have established credit, (iii) use of autopay, and (iv) use of collection procedures. Cash, cash equivalents and restricted cash are on deposit with highly rated commercial banks and financial institutions.

Market Risk

Investments in securities subject the Company to market risk. Investments in securities may decline in value. The Company monitors the stock prices of the investments and the financial performance of the related companies.

15. SUBSEQUENT EVENTS

As of July 6, 2024, certain wholly owned subsidiaries ("Second Amended Credit Facility Secured Subsidiaries") of the Company entered into a second amendment to the Credit Facility Loan Agreement (collectively, the "Second Amended Credit Facility Loan Agreement") between the Second Amended Credit Facility Secured Subsidiaries and Huntington, successor by merger to TCF National Bank ("Second Amended Credit Facility Lender"). Under the Second Amended Credit Facility Loan Agreement, the Second Amended Credit Facility Secured Subsidiaries may borrow from the Second Amended Credit Facility Lender in the principal amount of up to \$15 million, reduced to \$14.75 million and \$14.5 million in years two and three, respectively, pursuant to a promissory note (the "Second Amended Credit Facility Promissory Note"). The Second Amended Credit Facility Promissory Note bears an interest rate equal to 3% plus the greater of the SOFR or 0.25% and is due to mature on July 6, 2027, with an option to extend the maturity to July 6, 2028. An annual unused facility fee is charged based on the daily average of the unadvanced amount of the Second Amended Credit Facility Loan Agreement during the trailing twelve month period ending each June 30. The fee will be calculated at 0.25% per annum if the daily average of the unadvanced amount of the Second Amended Credit Facility Loan Agreement during such trailing twelve month period was greater than fifty percent, and will be calculated at 0.15% if the daily average of the unadvanced amount of the Second Amended Credit Facility Loan Agreement during such trailing twelve month period was less than or equal to fifty percent. The obligations under the Second Amended Credit Facility Loan Agreement are secured by certain real estate assets owned by the Second Amended Credit Facility Secured Subsidiaries. The Company entered into a second amended and restated guaranty of payment as of July 6, 2024 ("Second Amended Credit Facility Guaranty," and together with the Second Amended Credit Facility Loan Agreement, the Second Amended Credit Facility Promissory Note and related instruments, the "Second Amended Credit Facility Loan Documents") to guarantee the payment to the Second Amended Credit Facility Lender of certain obligations of the Second Amended Credit Facility Secured Subsidiaries under the Second Amended Credit Facility Loan Agreement. The Company and the Second Amended Credit Facility Secured Subsidiaries paid customary fees and expenses of approximately \$190,000 in connection with their entry into the Second Amended Credit Facility Loan Documents to be amortized over the term of the loan.

On July 8, 2024, in connection with the Second Amended Credit Facility Loan Agreement, the Company entered into a swap transaction for an interest rate derivative with Huntington (the "Cap Rate Agreement") effective July 10, 2024. The notional amount and strike is \$7,500,000 and 5.25%, respectively. The cost of the initial premium was \$57,000 and will be carried as an asset on the balance sheet at fair value. The Cap Rate Agreement terminates on July 6, 2027.

On August 8, 2024, and immediately effective as of such date, the Board of Directors of the Company approved an amendment and restatement of the Company's Bylaws (the "Bylaws"). Prior thereto, the Bylaws were last amended and restated effective as of November 9, 2022.

Set forth below is a summary of the amendments to the Bylaws. Capitalized terms used but not defined herein have the meanings ascribed thereto in the Bylaws.

- Revise and narrow the definition of a “Stockholder Associated Person,” as used in connection with the provisions of the Bylaws regarding an advance notice of stockholder nominations for director and other business proposals, so as to reduce the scope of the persons included within such definition.
- Provide that Sally C. Carroll, a current member of the Company’s Board of Directors, shall be deemed a “Continuing Director” for purposes of the Bylaws.
- Clarify that, in the event that the nominations of all nominees for election as director are not approved by a majority of the Continuing Directors and no nominee receives the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, the incumbent directors shall hold over and continue to serve as directors of the Company until the next annual meeting of stockholders of the Company and until their respective successors are duly elected and qualify.
- Clarify that, in the event that the nominations of all nominees for election as director are not approved by a majority of the Continuing Directors and the number of nominees receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, is at least one but less than the number of directors to be elected, the incumbent directors who shall hold over and continue to serve as directors of the Company until the next annual meeting of stockholders of the Company and until their respective successors are duly elected and qualify shall be determined in descending order based on the number of votes received; provided that in no event shall the number of nominees receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, plus the number of incumbent directors holding over exceed the number of directors to be elected.
- Clarify that a director holding over shall have the same rights and powers as a duly elected director.

The foregoing description of the amendments included in the Bylaws does not purport to be complete and is qualified in its entirety by reference to the complete text of the Bylaws that were adopted by the Company’s Board of Directors on August 8, 2024, a copy of which is attached to this Quarterly Report on Form 10-Q as Exhibit 3.1 and incorporated by reference in its entirety.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

CAUTIONARY LANGUAGE

The following discussion and analysis should be read in conjunction with our unaudited “Condensed Consolidated Financial Statements” and the “Notes to Condensed Consolidated Financial Statements (unaudited)” appearing elsewhere in this report. We make statements in this section that may be forward looking statements within the meaning of the federal securities laws. For a complete discussion of forward looking statements, see the section in this report entitled “Statement on Forward Looking Information.” References to the “Company,” “we,” “us,” or “our company” refer to Global Self Storage, Inc., a Maryland corporation, including, as the context requires, its direct and indirect subsidiaries.

CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations are based on our unaudited condensed consolidated financial statements contained elsewhere in this report, which have been prepared in accordance with GAAP. Our notes to the unaudited condensed consolidated financial statements contained elsewhere in this report describe the significant accounting policies essential to our unaudited condensed consolidated financial statements. Preparation of our financial statements requires estimates, judgments, and assumptions. We believe that the estimates, judgments, and assumptions that we have used are appropriate and correct based on information available at the time they were made. These estimates, judgments, and assumptions can affect our reported assets and liabilities as of the date of the financial statements, as well as the reported revenues and expenses during the period presented. If there are material differences between these estimates, judgments, and assumptions and actual facts, our financial statements may be affected.

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require our judgment in its application. There are areas in which our judgment in selecting among available alternatives would not produce a materially different result, but there are some areas in which our judgment in selecting among available alternatives would produce a materially different result. Please refer to the notes to the unaudited condensed consolidated financial statements that contain additional information regarding our critical accounting policies and other disclosures.

Management’s Discussion and Analysis Overview

The Company is a self-administered and self-managed REIT that owns, operates, manages, acquires, develops and redevelops self storage properties (“stores” or “properties”) in the United States. Our stores are designed to offer affordable, easily accessible, and secure storage space for residential and commercial customers. As of June 30, 2024, the Company owned and operated, or managed, through its wholly owned subsidiaries, thirteen stores located in Connecticut, Illinois, Indiana, New York, Ohio, Pennsylvania, South Carolina, and Oklahoma. The Company was formerly registered under the Investment Company Act of 1940, as amended (the “1940 Act”) as a non-diversified, closed end management investment company. The Securities and Exchange Commission’s (“SEC”) order approving the Company’s application to deregister from the 1940 Act was granted on January 19, 2016. On January 19, 2016, the Company changed its name to Global Self Storage, Inc. from Self Storage Group, Inc., changed its SEC registration from an investment company to an operating company reporting under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and listed its common stock on NASDAQ under the symbol “SELF”.

The Company was incorporated on December 12, 1996 under the laws of the state of Maryland. The Company has elected to be treated as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”). To the extent the Company continues to qualify as a REIT, it will not generally be subject to U.S. federal income tax, with certain limited exceptions, on its taxable income that is distributed to its stockholders.

Our store operations generated most of our net income for all periods presented herein. Accordingly, a significant portion of management’s time is devoted to seeking to maximize cash flows from our existing stores, as well as seeking investments in additional stores. The Company expects to continue to earn a majority of its gross income from its store operations as its current store operations continue to develop and as it makes additional store acquisitions. Over time, the Company expects to divest its remaining portfolio of investment securities and use the proceeds to acquire and operate additional stores. The Company expects its income from investment securities to continue to decrease as it continues to divest its holdings of investment securities.

Financial Condition and Results of Operations

Our financing strategy is to minimize the cost of our capital in order to maximize the returns generated for our stockholders. For future acquisitions, the Company may employ various financing and capital raising alternatives including, but not limited to, debt and/or equity offerings, credit facilities, mortgage financing, and joint ventures with third parties.

On June 24, 2016, certain wholly owned subsidiaries of the Company (“Term Loan Secured Subsidiaries”) entered into a loan agreement and certain other related agreements (collectively, the “Term Loan Agreement”) between the Term Loan Secured Subsidiaries and Insurance Strategy Funding IV, LLC (the “Term Loan Lender”). Under the Term Loan Agreement, the Term Loan Secured Subsidiaries borrowed from Term Loan Lender in the principal amount of \$20 million pursuant to a promissory note (the “Term Loan Promissory Note”). The Term Loan Promissory Note bears an interest rate equal to 4.192% per annum and is due to mature on July 1, 2036. Pursuant to a security agreement (the “Term Loan Security Agreement”), the obligations under the Term Loan Agreement are secured by certain real estate assets owned by the Term Loan Secured Subsidiaries. J.P. Morgan Investment Management, Inc. acted as Special Purpose Vehicle Agent of the Term Loan Lender. The Company entered into a non-recourse guaranty (the “Term Loan Guaranty,” and together with the Term Loan Agreement, the Term Loan Promissory Note and the Term Loan Security Agreement, the “Term Loan Documents”) to guarantee the payment to the Term Loan Lender of certain obligations of the Term Loan Secured Subsidiaries under the Term Loan Agreement. We have used some of the proceeds from the Term Loan Agreement to acquire four self storage properties in 2016.

On December 20, 2018, certain of our wholly owned subsidiaries (“Credit Facility Secured Subsidiaries”) entered into a revolving credit loan agreement (collectively, the “Credit Facility Loan Agreement”) between the Credit Facility Secured Subsidiaries and TCF National Bank (“Credit Facility Lender”). Under the Credit Facility Loan Agreement, the Credit Facility Secured Subsidiaries may borrow from the Credit Facility Lender in the principal amount of up to \$10 million pursuant to a promissory note (the “Credit Facility Promissory Note”). The Credit Facility Promissory Note bears an interest rate equal to 3.00% over the One Month U.S. Dollar London Inter-Bank Offered Rate and was due to mature on December 20, 2021. The obligations under the Credit Facility Loan Agreement are secured by certain real estate assets owned by the Credit Facility Secured Subsidiaries. We entered into a guaranty of payment on December 20, 2018 (the “Credit Facility Guaranty,” and together with the Credit Facility Loan Agreement, the Credit Facility Promissory Note and related instruments, the “Credit Facility Loan Documents”) to guarantee the payment to the Credit Facility Lender of certain obligations of the Credit Facility Secured Subsidiaries under the Credit Facility Loan Agreement. As described in more detail below, the Credit Facility Loan Agreement has been replaced in its entirety by the Amended Credit Facility Loan Agreement on July 6, 2021.

On December 18, 2019, we completed a rights offering whereby we sold and issued an aggregate of 1,601,291 shares of our common stock (“common stock”) at the subscription price of \$4.18 per whole share of common stock, pursuant to the exercise of subscriptions and oversubscriptions from our stockholders. We raised aggregate gross proceeds of approximately \$6.7 million in the rights offering.

On May 19, 2020, an affiliate of the Company (the “Borrower”) entered into a Paycheck Protection Program Term Note (“PPP Note”) with Customers Bank on behalf of itself, the Company, and certain other affiliates under the Paycheck Protection Program of the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) administered by the U.S. Small Business Administration (the “SBA”). The Borrower received total proceeds of \$486,602 from the PPP Note. On April 5, 2022, the Borrower was granted forgiveness of the entire PPP Note and any accrued interest. Upon forgiveness, the Company received \$307,210 in cash from the Borrower, which was the amount attributable to the Company under the SBA’s loan determination formula, and recorded a gain for such amount in its consolidated statements of operations and comprehensive income.

On June 25, 2021, we completed an underwritten public offering whereby we sold and issued an aggregate of 1,121,496 shares of our common stock at the price of \$5.35 per share. Subsequently, the over-allotment option was exercised, increasing the total number of shares sold and issued to 1,289,720. We raised aggregate gross proceeds of approximately \$6.9 million in the public offering after giving effect to the exercise of the over-allotment option.

On July 6, 2021, certain wholly owned subsidiaries (“Amended Credit Facility Secured Subsidiaries”) of the Company entered into a first amendment to the Credit Facility Loan Agreement (collectively, the “Amended Credit Facility Loan Agreement”) between the Amended Credit Facility Secured Subsidiaries and The Huntington National Bank, successor by merger to TCF National Bank (“Amended Credit Facility Lender”). Under the Amended Credit Facility Loan Agreement, the Amended Credit Facility Secured Subsidiaries were able to borrow from the Amended Credit Facility Lender in the principal amount of up to \$15 million, reduced to \$14.75 million and \$14.5 million in years 2 and 3, respectively, pursuant to a promissory note (the “Amended Credit Facility Promissory Note”). The Amended Credit Facility Promissory Note bore an interest rate equal to 3% plus the greater of the One Month U.S. Dollar London Inter-Bank Offered Rate or 0.25% and was due to mature on July 6, 2024. As of June 30, 2024, the effective interest rate was 8.44%. The publication of LIBOR ceased after June 30, 2023. The Amended Credit Facility Loan Agreement provided for a replacement index based on the Secured Overnight Financing Rate (“SOFR”). The interest rate on the Amended Credit Facility Promissory Note subsequent to June 30, 2023, was equal to 3% plus the greater of SOFR plus 0.11448% or 0.25%. The obligations under the Amended Credit Facility Loan Agreement were secured by certain real estate assets owned by the Amended Credit Facility Secured Subsidiaries. The Company entered into an amended and restated guaranty of payment on July 6, 2021 (“Amended Credit Facility Guaranty,” and together with the Amended Credit Facility Loan Agreement, the Amended Credit Facility Promissory Note and related instruments, the “Amended Credit Facility Loan Documents”) to guarantee the payment to the Amended Credit Facility Lender of certain obligations of

the Amended Credit Facility Secured Subsidiaries under the Amended Credit Facility Loan Agreement. The Company and the Amended Credit Facility Secured Subsidiaries paid customary fees and expenses in connection with their entry into the Amended Credit Facility Loan Documents.

On January 14, 2022, the Company entered into an At Market Offering Sales Agreement (the “Sales Agreement”) with B. Riley Securities, Inc. (the “Agent”) pursuant to which the Company may sell, from time to time, shares of common stock having an aggregate offering price of up to \$15,000,000, through the Agent. During the twelve months ended December 31, 2022, under the Sales Agreement, the Company sold and issued an aggregate of 373,833 shares of common stock and raised aggregate gross proceeds of approximately \$2,272,628, less sales commissions of approximately \$45,491 and other offering costs resulting in net proceeds of \$2,008,436. There were no shares of common stock sold during the three and six months ended June 30, 2024 and June 30, 2023 under the Sales Agreement.

As of July 6, 2024, certain wholly owned subsidiaries (“Second Amended Credit Facility Secured Subsidiaries”) of the Company entered into a second amendment to the Credit Facility Loan Agreement (collectively, the “Second Amended Credit Facility Loan Agreement”) between the Second Amended Credit Facility Secured Subsidiaries and The Huntington National Bank, successor by merger to TCF National Bank (“Second Amended Credit Facility Lender”). Under the Second Amended Credit Facility Loan Agreement, the Second Amended Credit Facility Secured Subsidiaries may borrow from the Second Amended Credit Facility Lender in the principal amount of up to \$15 million, reduced to \$14.75 million and \$14.5 million in years 2 and 3, respectively, pursuant to a promissory note (the “Second Amended Credit Facility Promissory Note”). The Second Amended Credit Facility Promissory Note bears an interest rate equal to 3% plus the greater of the One Month SOFR or 0.25% and is due to mature on July 6, 2027, with an option to extend the maturity to July 6, 2028. An annual unused facility fee is charged based on the daily average of the unadvanced amount of the Second Amended Credit Facility Loan Agreement during the trailing twelve month period ending each June 30. The fee will be calculated at 0.25% per annum if the daily average of the unadvanced amount of the Second Amended Credit Facility Loan Agreement during such trailing twelve month period was greater than fifty percent, and will be calculated at 0.15% if the daily average of the unadvanced amount of the Second Amended Credit Facility Loan Agreement during such trailing twelve month period was less than or equal to fifty percent. The obligations under the Second Amended Credit Facility Loan Agreement are secured by certain real estate assets owned by the Second Amended Credit Facility Secured Subsidiaries. The Company entered into a second amended and restated guaranty of payment as of July 6, 2024 (“Second Amended Credit Facility Guaranty,” and together with the Second Amended Credit Facility Loan Agreement, the Second Amended Credit Facility Promissory Note and related instruments, the “Second Amended Credit Facility Loan Documents”) to guarantee the payment to the Second Amended Credit Facility Lender of certain obligations of the Second Amended Credit Facility Secured Subsidiaries under the Second Amended Credit Facility Loan Agreement. The Company and the Second Amended Credit Facility Secured Subsidiaries paid customary fees and expenses in connection with their entry into the Second Amended Credit Facility Loan Documents. The Company also maintains a bank account at the Second Amended Credit Facility Lender. As of June 30, 2024, we have no withdrawn proceeds under the Second Amended Credit Facility Loan Agreement. We currently intend to strategically withdraw proceeds available under the Second Amended Credit Facility Loan Agreement to fund: (i) the acquisition of additional self storage properties, (ii) expansions at existing self storage properties in our portfolio, and/or (iii) joint ventures with third parties for the acquisition and expansion of self storage properties.

We continue to actively review a number of store and store portfolio acquisition opportunities and have been working to further develop and expand our current stores. We did not complete any acquisitions in the three and six months ended June 30, 2024. In addition, we may pursue third-party management opportunities of properties owned by certain affiliates or joint venture partners for a fee, and utilize such relationships with third-party owners as a source for future acquisitions and investment opportunities. As of June 30, 2024, under our third-party management platform, Global MaxManagementSM, we managed one third-party owned property, which was previously rebranded as “Global Self Storage,” had 137,318-leasable square feet and was comprised of 619 climate-controlled and non-climate-controlled units located in Edmond, Oklahoma.

We expect we will have sufficient cash from current sources to meet our liquidity needs for the next twelve months because our capital resources currently exceed our projected expenses for the next twelve months. However, we may opt to supplement our equity capital and increase potential returns to our stockholders through the use of prudent levels of borrowings. We may use debt when the available terms and conditions are favorable to long-term investing and well-aligned with our business plan.

The Company currently has capital resources totaling approximately \$24.8 million, comprised of \$7.1 million of cash, cash equivalents, and restricted cash and \$2.7 million of marketable securities as of June 30, 2024, and \$15 million available for withdrawal under the Second Amended Credit Facility Loan Agreement which matures on July 6, 2027. Capital resources derived from retained cash flow have been and are currently expected to continue to be negligible. Retained operating cash flow represents our expected cash flow provided by operating activities, less stockholder distributions and capital expenditures to maintain stores. These capital resources allow us to continue to execute our strategic business plan, which includes funding acquisitions, either directly or through joint ventures; expansion projects at our existing properties; and broadening our revenue base and pipeline of potential acquisitions through developing Global MaxManagementSM, our third-party management platform. Our board of directors regularly reviews our strategic business plan,

including topics and metrics like capital formation, debt versus equity ratios, dividend policy, use of capital and debt, funds from operations (“FFO”) and adjusted funds from operations (“AFFO”) performance, and optimal cash levels.

We expect that the results of our operations will be affected by a number of factors. Many of the factors that will affect our operating results are beyond our control. The Company and its properties could be materially and adversely affected by the risks, or the public perception of the risks, related to, among other things, public health crises, natural disasters and geopolitical events, including the ongoing conflict between Russia, Belarus and Ukraine, the ongoing conflict between Israel and Hamas, financial and credit market volatility and disruptions, inflationary pressures, rising interest rates, supply chain issues, labor shortages and recessionary concerns.

Results of Operations for the Three Months Ended June 30, 2024 Compared with the Three Months Ended June 30, 2023

Revenues

Total revenues increased from \$3,086,018 during the three months ended June 30, 2023 to \$3,109,038 during the three months ended June 30, 2024, an increase of 0.7%, or \$23,020. Rental income increased from \$2,965,178 during the three months ended June 30, 2023 to \$2,983,039 during the three months ended June 30, 2024, an increase of 0.6%, or \$17,861. The increase was primarily attributable to increases in occupancy and existing tenant rates under our proprietary revenue rate management program, which was partially offset by lower move-in rental rates year-over-year across the United States and in the markets that we operate.

Other store related income consists of tenant insurance fees, sales of storage supplies, and other ancillary revenues. Other store related income increased from \$98,375 during the three months ended June 30, 2023 to \$108,489 during the three months ended June 30, 2024, an increase of 10.3%, or \$10,114. The increase was primarily attributable to additional tenants subscribing to tenant insurance.

Income from our third-party management platform consists of management fees and customer insurance fees. Management fees and other income decreased from \$22,465 during the three months ended June 30, 2023 to \$17,510 during the three months ended June 30, 2024. The decrease was primarily attributable to the adjustment of fees for our third-party management services in accordance with current market rates.

Operating Expenses

Total operating expenses increased from \$2,308,138 during the three months ended June 30, 2023 to \$2,473,127 during the three months ended June 30, 2024, an increase of 7.1%, or \$164,989, which was attributable to an increase in store level expenses and general and administrative expenses. Store operating expenses increased from \$1,089,977 during the three months ended June 30, 2023 to \$1,171,169 during the three months ended June 30, 2024, an increase of 7.4%, or \$81,192. The increase in store operating expenses was due primarily to increased expenses for employment costs and property insurance.

General and administrative expenses increased from \$809,623 during the three months ended June 30, 2023 to \$892,822 during the three months ended June 30, 2024, an increase of 10.3%, or \$83,199. The increase in general and administrative expenses during this period are primarily attributable to increased professional fees and employment costs.

Depreciation and amortization increased from \$408,538 during the three months ended June 30, 2023 to \$409,136 during the three months ended June 30, 2024.

Business development which includes capital raising, store acquisition, and third-party management marketing expenses was \$0 during the three months ended June 30, 2023 and during the three months ended June 30, 2024. These costs primarily consist of costs incurred in connection with business development, capital raising, and future potential store acquisitions, and third-party management marketing expenses. Business development costs are typically non-recurring and fluctuate based on periodic business development and acquisition activity.

Operating Income

As a result of the operating effects noted above, operating income decreased from \$777,880 during the three months ended June 30, 2023 to \$635,911 during the three months ended June 30, 2024, a decrease of 18.3%, or \$141,969.

Other income (expense)

Interest expense on debt increased from \$170,951 during the three months ended June 30, 2023 to \$211,361 during the three months ended June 30, 2024. This increase was attributable to the change in fair value of the interest rate cap. The cash payments for the \$20 million Term Loan Agreement remain the same every month until June 2036 and are \$107,699 per month.

Dividend, interest, and other income was \$86,488 during the three months ended June 30, 2023 and \$87,450 during the three months ended June 30, 2024.

Unrealized loss on marketable equity securities was \$115,347 during the three months ended June 30, 2023 and the unrealized gain on marketable equity securities was \$79,530 during the three months ended June 30, 2024.

Net income

For the three months ended June 30, 2023, net income was \$578,070, or \$0.05 per fully diluted share. For the three months ended June 30, 2024, net income was \$591,530, or \$0.05 per fully diluted share.

Results of Operations for the Six Months Ended June 30, 2024 Compared with the Six Months Ended June 30, 2023

Revenues

Total revenues increased from \$6,123,971 during the six months ended June 30, 2023 to \$6,143,078 during the six months ended June 30, 2024, an increase of 0.3%, or \$19,107. Rental income increased from \$5,889,582 during the six months ended June 30, 2023 to \$5,896,500 during the six months ended June 30, 2024, an increase of 0.1%, or \$6,918. The increase was primarily attributable to increases in existing tenant rates under our revenue rate management program.

Other store related income consists of customer insurance fees, sales of storage supplies, and other ancillary revenues. Other store related income increased from \$190,112 during the six months ended June 30, 2023 to 212,339 during the six months ended June 30, 2024, an increase of 11.7%, or \$22,227. The increase was primarily attributable to additional tenants subscribing to tenant insurance.

Income from our third-party management platform consists of management fees and customer insurance fees. Management fees and other income decreased from \$44,277 during the six months ended June 30, 2023 to \$34,239 during the six months ended June 30, 2024. The decrease was primarily attributable to the adjustment of fees for our third-party management services in accordance with current market rates.

Operating Expenses

Total operating expenses increased from \$4,521,278 during the six months ended June 30, 2023 to \$4,916,174 during the six months ended June 30, 2024, an increase of 8.7%, or \$394,896, which was primarily attributable to an increase in store level expenses and general and administrative expenses. Store operating expenses increased from \$2,211,315 during the six months ended June 30, 2023 to \$2,402,285 during the six months ended June 30, 2024, an increase of 8.6%, or \$190,970. The increase in store operating expenses was due primarily to increased expenses for employment costs, property insurance, and real estate property taxes.

General and administrative expenses increased from \$1,489,335 during the six months ended June 30, 2023 to \$1,695,550 during the six months ended June 30, 2024, an increase of 13.8%, or \$206,215. The increase in general and administrative expenses during this period are primarily attributable to increased professional fees and employment costs.

Depreciation and amortization increased from \$815,379 during the six months ended June 30, 2023 to \$816,064 during the six months ended June 30, 2024, an increase of 0.1%, or \$684.

Business development, capital raising, store acquisition, and third-party management marketing expenses decreased from \$5,249 during the six months ended June 30, 2023 to \$2,275 during the six months ended June 30, 2024. These costs primarily consist of costs incurred in connection with business development, capital raising, and future potential store acquisitions, and third-party management marketing expenses. Business development costs are typically non-recurring and fluctuate based on periodic business development and acquisition activity.

Operating Income

As a result of the operating effects noted above, operating income decreased from \$1,602,693 during the six months ended June 30, 2023 to \$1,226,904 during the six months ended June 30, 2024, a decrease of 23.4%, or \$375,789.

Other income (expense)

Interest expense on debt increased from \$406,839 during the six months ended June 30, 2023 to \$416,203 during the six months ended June 30, 2024. This increase was attributable to the change in fair value of the interest rate cap partially offset by cash settlements

under the interest rate cap from the difference between the reference interest rate and the strike rate and lower interest payments under the Term Loan Agreement. The cash payments for the \$20 million Term Loan Agreement remain the same every month until June 2036 and are \$107,699 per month.

Dividend, interest, and other income was \$128,054 during the six months ended June 30, 2023 and \$142,327 during the six months ended June 30, 2024. The increase was attributable to the dividends earned on money market mutual fund balances.

Unrealized gain on marketable equity securities was \$246,703 during the six months ended June 30, 2023 and the unrealized loss on marketable equity securities was \$95,348 during the six months ended June 30, 2024.

Net income (loss)

For the six months ended June 30, 2023, net income was \$1,570,611, or \$0.14 per fully diluted share. For the six months ended June 30, 2024, net income was \$857,680, or \$0.08 per fully diluted share.

Distributions and Closing Market Prices

Distributions for each of the three months ended June 30, 2024 and 2023 were \$0.0725 per share. The Company's closing market price as of June 30, 2024 and June 30, 2023 was \$4.86 and \$5.05, respectively. Past market price performance and distribution levels do not guarantee similar results in the future.

Non-GAAP Financial Measures

Funds from Operations ("FFO") and FFO per share are non-GAAP measures defined by the National Association of Real Estate Investment Trusts ("NAREIT") and are considered helpful measures of REIT performance by REITs and many REIT analysts. NAREIT defines FFO as a REIT's net income, excluding gains or losses from sales of property, and adding back real estate depreciation and amortization. The Company also excludes changes in unrealized gains or losses on marketable equity securities. FFO and FFO per share are not a substitute for net income or earnings per share. FFO is not a substitute for GAAP net cash flow in evaluating our liquidity or ability to pay dividends, because it excludes financing activities presented on our statements of cash flows. In addition, other REITs may compute these measures differently, so comparisons among REITs may not be helpful. However, the Company believes that to further understand the performance of its stores, FFO should be considered along with the net income and cash flows reported in accordance with GAAP and as presented in the Company's financial statements.

Adjusted FFO ("AFFO") and AFFO per share are non-GAAP measures that represent FFO and FFO per share excluding the effects of stock-based compensation, business development, capital raising, and acquisition related costs and non-recurring items, which we believe are not indicative of the Company's operating results. AFFO and AFFO per share are not a substitute for net income or earnings per share. AFFO is not a substitute for GAAP net cash flow in evaluating our liquidity or ability to pay dividends, because it excludes financing activities presented on our statements of cash flows. We present AFFO because we believe it is a helpful measure in understanding our results of operations insofar as we believe that the items noted above that are included in FFO, but excluded from AFFO, are not indicative of our ongoing operating results. We also believe that the analyst community considers our AFFO (or similar measures using different terminology) when evaluating us. Because other REITs or real estate companies may not compute AFFO in the same manner as we do, and may use different terminology, our computation of AFFO may not be comparable to AFFO reported by other REITs or real estate companies. However, the Company believes that to further understand the performance of its stores, AFFO should be considered along with the net income and cash flows reported in accordance with GAAP and as presented in the Company's financial statements.

We believe net operating income or "NOI" is a meaningful measure of operating performance because we utilize NOI in making decisions with respect to, among other things, capital allocations, determining current store values, evaluating store performance, and in comparing period-to-period and market-to-market store operating results. In addition, we believe the investment community utilizes NOI in determining operating performance and real estate values and does not consider depreciation expense because it is based upon historical cost. NOI is defined as net store earnings before general and administrative expenses, interest, taxes, depreciation, and amortization.

NOI is not a substitute for net income, net operating cash flow, or other related GAAP financial measures, in evaluating our operating results.

Self Storage Portfolio

The following discussion and analysis of our same-store self storage operations are presented on a comparative basis for the six months ended June 30, 2024.

GLOBAL SELF STORAGE STORES

Property ⁽¹⁾	Address	Year Store Opened / Acquired	Number of Units	Net Leasable Square Feet	June 30, 2024 Square Foot Occupancy %	June 30, 2023 Square Foot Occupancy %
OWNED STORES						
SSG BOLINGBROOK LLC	296 North Weber Road, Bolingbrook, IL 60440	1997 / 2013	808	113,700	91.4 %	92.1 %
SSG CLINTON LLC	6 Heritage Park Road, Clinton, CT 06413	1996 / 2016	182	30,408	95.0 %	88.4 %
SSG DOLTON LLC	14900 Woodlawn Avenue, Dolton, IL 60419	2007 / 2013	652	86,590	90.9 %	88.3 %
SSG FISHERS LLC	13942 East 96th Street, McCordsville, IN 46055	2007 / 2016	545	76,335	93.4 %	89.6 %
SSG LIMA LLC	1910 West Robb Avenue, Lima, OH 60419	1996 / 2016	768	94,953	92.2 %	94.0 %
SSG MERRILLVILLE LLC	6590 Broadway, Merrillville, IN 46410	2005 / 2013	570	81,370	92.7 %	93.4 %
SSG MILLBROOK LLC	3814 Route 44, Millbrook, NY 12545	2008 / 2016	260	24,481	96.3 %	95.0 %
SSG ROCHESTER LLC	2255 Buffalo Road, Rochester, NY 14624	2010 / 2012	649	68,311	97.4 %	90.9 %
SSG SADBURY LLC	21 Aim Boulevard, Sadsburyville, PA 19369	2006 / 2012	694	78,875	94.5 %	87.2 %
SSG SUMMERVILLE I LLC	1713 Old Trolley Road, Summerville, SC 29485	1990 / 2013	569	76,460	89.7 %	89.4 %
SSG SUMMERVILLE II LLC	900 North Gum Street, Summerville, SC 29483	1997 / 2013	250	43,710	93.8 %	87.9 %
SSG WEST HENRIETTA LLC	70 Erie Station Road, West Henrietta, NY 14586	2016 / 2019	480	55,550	94.4 %	88.5 %
TOTAL/AVERAGE SAME-STORES			6,427	830,743	93.0 %	90.5 %
MANAGED STORES						
TPM EDMOND LLC	14000 N I 35 Service Rd, Edmond, OK 73013	2015 / 2019	619	137,318	96.8 %	93.6 %
TOTAL/AVERAGE MANAGED STORES			619	137,318	96.8 %	93.6 %
TOTAL/AVERAGE ALL OWNED/MANAGED STORES			7,046	968,061	93.5 %	90.9 %

(1) Each store is directly owned or managed by the Company's wholly owned subsidiary listed in the table.

Certain stores' leasable square feet in the chart above includes outside auto/RV/boat storage space: approximately 12,800 square feet at SSG Sadsbury LLC; 6,300 square feet at SSG Fishers LLC; 15,700 square feet at SSG Bolingbrook LLC; 8,900 square feet at SSG Dolton LLC; 2,100 square feet at SSG Merrillville LLC; 3,800 square feet at SSG Summerville I LLC; 8,000 square feet at SSG Summerville II LLC and 8,800 square feet at SSG Clinton LLC. For SSG Lima LLC, included is approximately 3,800 square feet of non-storage commercial and student housing space. For SSG Millbrook LLC, included is approximately 1,300 square feet of wine storage and non-storage office space. For SSG Fishers LLC, included is approximately 300 square feet of storage locker space. Approximately 33% of our total available units are climate-controlled, 59% are traditional drive-up storage, and 8% are outdoor parking storage for boats, cars and recreational vehicles.

Same-Store Self Storage Operations

We consider our same-store portfolio to consist of only those stores owned and operated on a stabilized basis at the beginning and at the end of the applicable periods presented. We consider a store to be stabilized once it has achieved an occupancy rate that we believe, based on our assessment of market-specific data, is representative of similar self storage assets in the applicable market for a full year

measured as of the most recent January 1 and has not been significantly damaged by natural disaster or undergone significant renovation or expansion. We believe that same-store results are useful to investors in evaluating our performance because they provide information relating to changes in store-level operating performance without taking into account the effects of acquisitions, dispositions, or new ground-up developments. At June 30, 2024, we owned twelve same-store properties and zero non same-store properties. The Company believes that by providing same-store results from a stabilized pool of stores, with accompanying operating metrics including, but not limited to, variances in occupancy, rental revenue, operating expenses, and NOI, stockholders and potential investors are able to evaluate operating performance without the effects of non-stabilized occupancy levels, rent levels, expense levels, acquisitions, or completed developments. Same-store results should not be used as a basis for future same-store performance or for the performance of the Company's stores as a whole.

Same-store occupancy at June 30, 2024 increased by 2.5% to 93.0% from 90.5% at June 30, 2023. As of July 31, 2024, occupancy at the Company's same-store properties was 94.2%.

Same-store revenues increased by 0.9% and 0.5% for the three and six months ended June 30, 2024 versus the same periods in 2023. Same-store cost of operations increased by 7.4% and 8.6% for the three and six months ended June 30, 2024 versus the same periods in 2023. Same-store NOI decreased by 2.7% and 4.2% for the three and six months ended June 30, 2024 versus the same periods in 2023. The decrease in same-store NOI during the three months ended June 30, 2024 was due primarily to more muted revenue growth and increased cost of operations.

We believe that our results were driven by, among other things, our internet and digital marketing initiatives which helped maintain our overall average same-store occupancy of approximately 93% as of June 30, 2024. Also, contributing to our results were our customer service efforts which we believe were essential in building local brand loyalty, resulting in strong referral and word-of-mouth market demand for our storage units and services. Another contributing factor to our results was our competitor move-in rate metrics analysis which employs internet data scraping and other methods to help keep our storage unit move-in rates "in the market," and our revenue rate management program which helped increase existing tenant rates while optimizing store occupancy.

These results are summarized as follows:

SAME - STORE PROPERTIES

Three Months Ended June 30,	2024	2023	Variance	% Change
Revenues	\$ 3,091,528	\$ 3,063,553	\$ 27,975	0.9%
Cost of operations	\$ 1,171,169	\$ 1,089,977	\$ 81,192	7.4%
Net operating income	\$ 1,920,359	\$ 1,973,576	\$ (53,217)	-2.7%
Depreciation and amortization	\$ 363,035	\$ 362,423	\$ 612	0.2%
Net leasable square footage at period end*	830,743	830,069	674	0.1%
Net leased square footage at period end	772,528	751,240	21,288	2.8%
Overall square foot occupancy at period end	93.0%	90.5%	2.5%	2.8%
Total annualized revenue per leased square foot	\$ 16.01	\$ 16.31	\$ (0.30)	-1.8%
Total available leasable storage units*	6,427	6,417	10	0.2%
Number of leased storage units	5,895	5,732	163	2.8%

SAME - STORE PROPERTIES

Six Months Ended June 30,	2024	2023	Variance	% Change
Revenues	\$ 6,108,839	\$ 6,079,694	\$ 29,145	0.5%
Cost of operations	\$ 2,402,285	\$ 2,211,315	\$ 190,970	8.6%
Net operating income	\$ 3,706,554	\$ 3,868,379	\$ (161,825)	-4.2%
Depreciation and amortization	\$ 723,802	\$ 723,220	\$ 582	0.1%
Net leasable square footage at period end*	\$ 830,743	830,069	674	0.1%
Net leased square footage at period end	772,528	751,240	21,288	2.8%
Overall square foot occupancy at period end	93.0%	90.5%	2.5%	2.8%
Total annualized revenue per leased square foot	\$ 15.82	\$ 16.19	\$ (0.37)	-2.3%
Total available leasable storage units*	6,427	6,417	10	0.2%
Number of leased storage units	5,895	5,732	163	2.8%

* From time to time, as guided by market conditions, net leasable square footage and total available leasable storage units at our properties may increase or decrease as a result of consolidation, division or reconfiguration of storage units. Similarly, leasable square footage may increase or decrease due to expansion or redevelopment of our properties.

The following table presents a reconciliation of same-store net operating income to net income as presented on our consolidated statements of operations for the periods indicated (unaudited):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Net income	\$ 591,530	\$ 578,070	\$ 857,680	\$ 1,570,611
Adjustments:				
Management fees and other income	(17,510)	(22,465)	(34,239)	(44,277)
General and administrative	892,822	809,623	1,695,550	1,489,335
Depreciation and amortization	409,136	408,538	816,064	815,379
Business development	—	—	2,275	5,249
Dividend and interest	(87,450)	(86,488)	(142,327)	(128,054)
Unrealized (gain) loss on marketable equity securities	(79,530)	115,347	95,348	(246,703)
Interest expense	211,361	170,951	416,203	406,839
Total same-store net operating income	\$ 1,920,359	\$ 1,973,576	\$ 3,706,554	\$ 3,868,379
	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Same-store revenues	\$ 3,091,528	\$ 3,063,553	\$ 6,108,839	\$ 6,079,694
Same-store cost of operations	1,171,169	1,089,977	2,402,285	2,211,315
Total same-store net operating income	\$ 1,920,359	\$ 1,973,576	\$ 3,706,554	\$ 3,868,379

Analysis of Same-Store Revenue

For the three and six months ended June 30, 2024, same-store revenue increased 0.9%, or \$27,975, and 0.5%, or \$29,145, respectively, versus the same periods in 2023. Same-store average overall square foot occupancy for all of the Company's same-store properties increased to 93.0% at June 30, 2024, up from 90.5% at June 30, 2023. As of July 31, 2024, occupancy at the Company's same-store properties was 94.2%.

We believe that our focus on maintaining high occupancy helps us to maximize rental income at our properties. We seek to maintain an average square foot occupancy level at or above 90% by regularly adjusting the rental rates and promotions offered to attract new tenants as well as adjusting our online marketing efforts in seeking to generate sufficient move-in volume to replace tenants that vacate. Demand may fluctuate due to various local and regional factors, including the overall economy. Demand is generally higher in the summer months than in the winter months and, as a result, rental rates charged to new tenants are typically higher in the summer months than in the winter months.

As of June 30, 2024, we observed no material degradation in rent collections. However, we believe that our bad debt losses could increase from historical levels, due to (i) cumulative stress (such as inflation, recession fears, etc.) on our customers' financial capacity and (ii) reduced rent recoveries from auctioned units.

We may experience a change in the move-out patterns of our long-term customers due to economic uncertainty. This could lead to lower occupancies and rent "roll down" as long-term customers are replaced with new customers at lower rates.

We currently expect rental income growth, if any, to come from a combination of the following: (i) continued existing tenant rent increases, (ii) higher rental rates charged to new tenants, (iii) lower promotional discounts, and (iv) higher occupancies. Our future rental income growth will likely also be dependent upon many factors for each market that we operate in, including, among other things, demand for self storage space, the level of competitor supply of self storage space, and the average length of stay of our tenants. Increasing existing tenant rental rates, generally on an annual basis, is a key component of our revenue growth. We typically determine the level of rental increases based upon our expectations regarding the impact of existing tenant rate increases on incremental move-outs. We currently expect existing tenant rent increases for the remainder of 2024, if any, to be similar to those in the prior year.

It is difficult to predict trends in move-in, move-out, in place contractual rents, and occupancy levels. Current trends, when viewed in the short-term, are volatile and not necessarily predictive of our revenues going forward because they may be subject to many short-term factors. Such factors include, among others, initial move-in rates, seasonal factors, unit size and geographical mix of the specific

tenants moving in or moving out, the length of stay of the tenants moving in or moving out, changes in our pricing strategies, and the degree and timing of rate increases previously passed to existing tenants.

Importantly, we continue to refine our ongoing revenue rate management program which includes regular internet data scraping of local competitors' prices. We do this in seeking to maintain our competitive market price advantage for our various sized storage units at our stores. This program helps us in seeking to maximize each store's occupancies and our self storage revenue and NOI. We believe that, through our various marketing initiatives, we can continue to attract high quality, long term tenants who we expect will be storing with us for years. As of June 30, 2024, our average tenant duration of stay was approximately 3.3 years, which was about the same as of June 30, 2023.

Analysis of Same-Store Cost of Operations

For the three and six months ended June 30, 2024, same-store cost of operations increased 7.4%, or \$81,192, and 8.6%, or \$190,970, respectively, versus the same periods in 2023. This increase in same-store cost of operations for the three and six months ended June 30, 2024 was due primarily to increased expenses for employment costs, real estate property taxes, and property insurance costs.

Employment. On-site store manager, regional manager, and district manager payroll expense increased 13.6%, or \$41,773, and 11.7%, or \$76,837, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. The increase was due primarily to routine employee hiring and inflationary increases in compensation rates for existing employees. We currently expect inflationary increases in compensation rates for existing employees and other increases in compensation costs as we potentially add new stores.

Real Estate Property Tax. Store property tax expense increased 2.1%, or \$8,639, and 4.0%, or \$31,858, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. When compared to store property tax expense for the three months ended June 30, 2024, we currently expect store property tax expense to increase during 2024 due to increased property assessment valuations. See the section titled "Property Tax Expenses at Dolton, IL" for additional detail regarding property tax relief obtained for our Dolton, IL property in 2024, which will partially offset our increased real estate property taxes.

Administrative. We classify administrative expenses as bank charges related to processing the stores' cash receipts, credit card fees, repairs and maintenance, utilities, landscaping, alarm monitoring and trash removal. Administrative expenses increased 10.4%, or \$20,200, and 3.4%, or \$14,166, in the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. We experienced an increase in administrative expenses for the six months ended June 30, 2024 due primarily to increased landscaping and cloud-based gate access control upgrades, which were partially offset by decreased utilities usage. We currently expect moderate increases in other direct store costs in 2024.

Repairs and Maintenance. Repairs and maintenance expense increased 14.1%, or \$7,138, and decreased 1.2%, or \$1,115, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. These expenses increased during the three months ended June 30, 2024 versus the same period in 2023 primarily due to one-off repairs and maintenance completed in the three months ended June 30, 2024.

Utilities. Our utility expenses are currently comprised of electricity, oil, and gas costs, which vary by store and are dependent upon energy prices and usage levels. Changes in usage levels are driven primarily by weather and temperature. Also, affecting our utilities expenses over time is our ongoing LED light replacement program at all of our stores which has already resulted in lower electricity usage. Utilities expense decreased 4.6%, or \$2,383, and 6.0%, or \$8,662, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. It is difficult to estimate future utility costs because weather, temperature, and energy prices are volatile and unpredictable. However, based upon current trends and expectations regarding commercial electricity rates, we currently expect inflationary increases in rates combined with lower usage resulting in similar utility costs for the remainder of 2024.

Landscaping. Landscaping expenses, which include snow removal costs, increased 26.1%, or \$6,154, and 23.1%, or \$11,309, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. The increase in landscaping expense during the three and six months ended June 30, 2024 versus the same periods in 2023 was primarily due to an increase of one-off snow removal and inflationary increases during the six months ended June 30, 2024. Landscaping expense levels are dependent upon many factors such as weather conditions, which can impact landscaping needs including, among other things, snow removal, inflation in material and labor costs, and random events. We currently expect inflationary increases in landscaping expense for the remainder of 2024, excluding snow removal expense, which is primarily weather dependent and unpredictable.

Marketing. Marketing expense is comprised principally of internet advertising and the operating costs of our 24/7 kiosk and telephone call and reservation center. Marketing expense varies based upon demand, occupancy levels, and other factors. Internet

advertising, in particular, can increase or decrease significantly in the short term in response to these factors. Marketing expense decreased 15.2%, or \$14,775, and increased 0.7%, or \$1,184, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. Marketing expense decreased during the three months ended June 30, 2024 primarily due to decreased spending on digital advertising. Based upon current trends in move-ins, move-outs, and occupancies, we currently expect marketing expense to increase at a nominal rate for the remainder of 2024.

General. Other direct store costs include general and administrative expenses incurred at the stores. General expenses include items such as store insurance, business license costs, and the cost of operating each store's rental office including supplies and telephone and data communication lines. General expenses increased 43.6%, or \$32,528, and 49.5%, or \$73,617, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023, primarily due to increased expense for property insurance, recruitment and training, uniforms, and branded merchandise to support our customer loyalty program. We currently expect moderate increases in direct store costs during the remainder of 2024.

Lien Administration. Lien administration expenses decreased 15.4%, or \$668, and 2.1%, or \$187, in the three and six months ended June 30, 2024, respectively, versus the same periods in 2023.

Property Tax Expenses at Dolton, IL

Late in the third quarter of 2017, our Dolton, IL property was reassessed by the municipality and separately, our Class 8 tax incentive renewal hearing was held. As a result of those two events, our Dolton, IL property was reassessed at approximately 52% higher and the Class 8 tax incentive was not renewed. These events were applied retroactively to take effect on January 1, 2017. Property tax expenses have increased to \$399,000 during 2020, \$417,000 during 2021, \$532,000 during 2022, and \$559,000 during 2023. The Class 8 tax incentive phased out over the years 2017, 2018, 2019, 2020 and 2021. In 2024, tax relief was granted resulting in an approximate 17.9% reduction in tax liability to the real estate property taxes for our Dolton, IL property. We are continuing to appeal the property tax reassessment and our Class 8 tax incentive renewal status for further tax relief. However, there is no guarantee that either the assessment will be reduced or our Class 8 tax incentive status will be reinstated.

Analysis of Global Self Storage FFO and AFFO

The following tables present reconciliation and computation of net income to funds from operations ("FFO") and adjusted funds from operations ("AFFO") and earnings per share to FFO and AFFO per share (unaudited):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Net income	\$ 591,530	\$ 578,070	\$ 857,680	\$ 1,570,611
Eliminate items excluded from FFO:				
Unrealized (gain) loss on marketable equity securities	(79,530)	115,347	95,348	(246,703)
Depreciation and amortization	409,136	408,538	816,064	815,379
FFO attributable to common stockholders	921,136	1,101,955	1,769,092	2,139,287
Adjustments:				
Compensation expense related to stock-based awards	72,925	43,921	143,929	81,708
Business development	—	—	2,275	5,249
AFFO attributable to common stockholders	\$ 994,061	\$ 1,145,876	\$ 1,915,296	\$ 2,226,244
Earnings per share attributable to common stockholders - basic	\$ 0.05	\$ 0.05	\$ 0.08	\$ 0.14
Earnings per share attributable to common stockholders - diluted	\$ 0.05	\$ 0.05	\$ 0.08	\$ 0.14
FFO per share - diluted	\$ 0.08	\$ 0.10	\$ 0.16	\$ 0.19
AFFO per share - diluted	\$ 0.09	\$ 0.10	\$ 0.17	\$ 0.20
Weighted average shares outstanding - basic	11,087,539	11,041,503	11,080,489	11,037,868
Weighted average shares outstanding - diluted	11,134,894	11,083,258	11,121,296	11,081,799

FFO decreased 16.4%, or \$180,819, and 17.3%, or \$370,195, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. FFO per diluted share decreased from \$0.10 per share to \$0.08 per share, and from \$0.19 per share to \$0.16 per share, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. AFFO decreased

13.2%, or \$151,815, and 14.0%, or \$310,948, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023. AFFO per diluted share decreased from \$0.10 per share to \$0.09 per share, and \$0.20 per share to \$0.17 per share, for the three and six months ended June 30, 2024, respectively, versus the same periods in 2023.

Analysis of Global Self Storage Store Expansions and Redevelopment Operations

In addition to actively reviewing a number of store and portfolio acquisition candidates, we have been working to further redevelop and expand our current stores. In 2020, we completed three expansion / conversion projects at our properties located in Millbrook, NY, McCordsville, IN, and West Henrietta, NY. In 2021 and 2023, we completed conversion projects at our property located in Lima, OH.

In 2019, the Company broke ground on the Millbrook, NY expansion, which added approximately 11,800 leasable square feet of all-climate-controlled units. Upon completion in February 2020, the Millbrook, NY store's area occupancy dropped from approximately 88.6% to approximately 45.5%. As of June 30, 2021, the Millbrook, NY store's total area occupancy was approximately 95.4%.

In the first quarter of 2020, the Company began reviewing plans to convert certain commercially-leased space to all-climate-controlled units at the McCordsville, IN property. In April 2020, the Company commenced such conversion, which resulted in a new total of 535 units and 76,360 leasable square feet at the McCordsville, IN property. Upon completion in June 2020, the McCordsville, IN store's total area occupancy dropped from what would have been approximately 97.4% to approximately 79.1%. As of June 30, 2021, the McCordsville, IN store's total area occupancy was approximately 94.7%.

Our West Henrietta, NY store expansion project, completed in August 2020, added approximately 7,300 leasable square feet of drive-up storage units. Upon completion of the expansion project, West Henrietta, NY's total area occupancy dropped from approximately 89.6% to approximately 77.9%. As of June 30, 2021, the West Henrietta, NY store's total area occupancy was approximately 89.1%.

In 2021, the Company began reviewing plans to convert certain commercially-leased spaces to approximately 3,000 leasable square feet of all-climate-controlled units at the Lima, OH property. In July 2021, the Company completed such conversion, resulting in a new total of 756 units and 96,883 leasable square feet at the Lima, OH property. Upon completion, total area occupancy was approximately 94.8%. This conversion did not constitute a significant renovation or expansion because it only added approximately 3,000 leasable square feet of self storage to the property. As such, our Lima, OH property remained a same store property.

In 2022, the Company began reviewing plans to convert certain commercially-leased spaces to approximately 2,500 leasable square feet of all-climate-controlled units at the Lima, OH property. In January 2023, the Company completed such conversion, resulting in a new total of 767 units and 94,928 leasable square feet at the Lima, OH property. Upon completion, total area occupancy was approximately 91.1%. This conversion did not constitute a significant renovation or expansion because it only added approximately 2,500 leasable square feet of self storage to the property. As such, our Lima, OH property remained a same store property.

Analysis of Realized and Unrealized Gains (Losses)

Unrealized gains and losses on the Company's investment in marketable equity securities for the six months ended June 30, 2024 and 2023 were a loss of \$95,348 and a gain of \$246,703, respectively. As we continue to acquire and/or develop additional stores, as part of the funding for such activities, we may liquidate our investment in marketable equity securities and potentially realize gains or losses. As of June 30, 2024, our cumulative unrealized gain on marketable equity securities was \$1,924,194. There were no realized gains or losses for the six months ended June 30, 2024.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures.

We maintain disclosure controls and procedures to ensure that information required to be disclosed in the reports we file pursuant to the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-15(e) of the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide a reasonable assurance of

achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We have a disclosure controls and procedures committee, comprised of the Chief Executive Officer and Chief Financial Officer, which meets as necessary and is responsible for considering the materiality of information and determining our disclosure obligations on a timely basis.

The disclosure controls and procedures committee carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) that occurred during our most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, the Company or its subsidiaries may be named in legal actions and proceedings. These actions may seek substantial or indeterminate compensatory as well as punitive damages or injunctive relief. We are also subject to governmental or regulatory examinations or investigations. Examinations or investigations can result in adverse judgments, settlements, fines, injunctions, restitutions or other relief. For any such matters, the Company will seek to include in its financial statements the necessary provisions for losses that it believes are probable and estimable. Furthermore, the Company will seek to evaluate whether there exist losses which may be reasonably possible and, if material, make the necessary disclosures. The Company currently does not have any material pending legal proceedings to which it or any of its subsidiaries is a party or of which any of their property is the subject.

Item 1A. Risk Factors.

The risk factors that affect our business and financial results are discussed in Part I, Item 1A, of our annual report on Form 10-K for the fiscal year ended December 31, 2023. There are no material changes to the risk factors previously disclosed, nor have we identified any previously undisclosed risks that could materially adversely affect our business and financial results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Amendments to Bylaws

On August 8, 2024, and immediately effective as of such date, the Board of Directors of the Company approved an amendment and restatement of the Company's Bylaws (the "Bylaws"). Prior thereto, the Bylaws were last amended and restated effective as of November 9, 2022.

Set forth below is a summary of the amendments to the Bylaws. Capitalized terms used but not defined herein have the meanings ascribed thereto in the Bylaws.

- Revise and narrow the definition of a "Stockholder Associated Person," as used in connection with the provisions of the Bylaws regarding an advance notice of stockholder nominations for director and other business proposals, so as to reduce the scope of the persons included within such definition.
- Provide that Sally C. Carroll, a current member of the Company's Board of Directors, shall be deemed a "Continuing Director" for purposes of the Bylaws.
- Clarify that, in the event that the nominations of all nominees for election as director are not approved by a majority of the Continuing Directors and no nominee receives the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, the incumbent directors shall hold over and continue to serve as directors of the Company until the next annual meeting of stockholders of the Company and until their respective successors are duly elected and qualify.
- Clarify that, in the event that the nominations of all nominees for election as director are not approved by a majority of the Continuing Directors and the number of nominees receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, is at least one but less than the number of directors to be elected, the incumbent directors who shall hold over and continue to serve as directors of the Company until the next annual meeting of stockholders of the Company and until their respective successors are duly elected and qualify shall be

determined in descending order based on the number of votes received; provided that in no event shall the number of nominees receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, plus the number of incumbent directors holding over exceed the number of directors to be elected.

- Clarify that a director holding over shall have the same rights and powers as a duly elected director.

The foregoing description of the amendments included in the Bylaws does not purport to be complete and is qualified in its entirety by reference to the complete text of the Bylaws that were adopted by the Company's Board of Directors on August 8, 2024, a copy of which is attached to this Quarterly Report on Form 10-Q as Exhibit 3.1 and incorporated by reference in its entirety.

Item 6. Exhibits.

Exhibits – See Exhibit Index below.

Exhibit Index

<u>Exhibit Item Number and Description</u>	<u>Incorporated by Reference to</u>	<u>Filed Herewith</u>
3.1 Fifth Amended and Restated Bylaws of Global Self Storage, Inc., as amended and restated as of August 8, 2024.		X
31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.		X
31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.		X
32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		X
32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		X
101. The following materials from Global Self Storage, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, are formatted in Inline XBRL (eXtensible Business Reporting Language): (1) the Consolidated Balance Sheets, (2) the Consolidated Statements of Operations and Comprehensive Income, (3) Consolidated Statement of Stockholders' Equity, (4) Consolidated Statements of Cash Flows, and (5) the Notes to Financial Statements.		X
104. The cover page from the Company's Quarterly report on Form 10-Q for the quarter ended June 30, 2024 has been formatted in Inline XBRL (eXtensible Business Reporting Language) and is included in Exhibit 101.		X

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GLOBAL SELF STORAGE, INC.

Date: August 9, 2024

/s/ Mark C. Winmill

By: Mark C. Winmill, President

(Signing on behalf of the registrant as Principal Executive Officer)

Date: August 9, 2024

/s/ Thomas O'Malley

By: Thomas O'Malley, Chief Financial Officer

(Signing on behalf of the registrant as Principal Financial Officer and Principal Accounting Officer)

**FIFTH AMENDED AND RESTATED BYLAWS
OF
GLOBAL SELF STORAGE, INC.
(A MARYLAND CORPORATION)
(Adopted as of August 8, 2024)**

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**FIFTH AMENDED AND RESTATED BYLAWS
OF
GLOBAL SELF STORAGE, INC.**

(A MARYLAND CORPORATION)

(Adopted as of August 8, 2024)

The following constitutes the Fifth Amended and Restated Bylaws (the “Bylaws”) of Global Self Storage, Inc., a Maryland corporation (the “Corporation”).

**ARTICLE I – NAME OF CORPORATION,
LOCATION OF OFFICES AND SEAL**

Section 1. Name. The name of the Corporation is Global Self Storage, Inc.

Section 2. Principal Offices. The principal office of the Corporation in the State of Maryland shall be located at such place as the Board of Directors of the Corporation (the “Board of Directors”) may designate. The Corporation may have additional offices, including a principal executive office, at such places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 3. Seal. The Board of Directors may authorize the adoption of a seal by the Corporation. The seal shall contain the name of the Corporation and the year of its incorporation and the words “Incorporated Maryland.” The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. Whenever the Corporation is permitted or required to affix its seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a seal to place the word “(SEAL)” adjacent to the signature of the person authorized to execute the document on behalf of the Corporation.

ARTICLE II – MEETINGS OF STOCKHOLDERS

Section 1. Place. Except as otherwise provided in this Section 1, all meetings of stockholders shall be held at such place as shall be designated in accordance with these Bylaws and stated in the notice of the meeting. The Board of Directors may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but instead shall be held solely by means of remote communications, subject to the applicable provisions of the Maryland General Corporation Law, as amended from time to time (including any successor statute, the “MGCL”). In the absence of any such designation or determination, stockholders’ meetings shall be held at the Corporation’s principal executive office. If authorized by the Board of Directors and subject to any guidelines and procedures that the Board of Directors adopts, stockholders and proxy holders not physically present at a meeting of the stockholders, by means of remote communication: (A) may participate in the meeting of the stockholders; and (B) may be considered present in person and may vote at the meeting of the stockholders, whether the meeting is held at a designated place or solely by means of remote communication, if: (i) the Corporation implements reasonable measures to verify that each person considered present and authorized to vote at the meeting by means of remote communication is a stockholder or proxy holder; (ii) the Corporation implements reasonable measures to provide the stockholders and proxy holders a reasonable

opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (iii) in the event any stockholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Corporation.

Section 2. Annual Meetings. An annual meeting of stockholders for the election of directors and the transaction of any other business that is properly brought before the meeting in accordance with the requirements of these Bylaws, including, but not limited to, Section 11 of this Article II, the Corporation's Articles of Incorporation, as amended and restated (the "Articles of Incorporation"), the MGCL, the Maryland REIT Law, and other applicable law shall be held on the date and at the time and place (if any), within or without the State of Maryland, as is designated by resolution of the Board of Directors adopted by the affirmative vote of a majority of the total number of authorized directors, whether or not there exist any vacancies in previously authorized directorships at the time such resolution is presented to the Board of Directors for adoption (the "Entire Board").

Section 3. Special Meetings.

(a) General. Each of (i) the chairman of the board, (ii) the president, and (iii) the Board of Directors by resolution adopted by the affirmative vote of a majority of the Entire Board may call a special meeting of stockholders. Except as provided in subsection (b)(4) of this Section 3, a special meeting of stockholders shall be held on the date and at the time and place (if any) set by the chairman of the board, chief executive officer, president or Board of Directors, whoever has called the meeting. Subject to compliance with subsection (b) of this Section 3, a special meeting of stockholders shall also be called by the Secretary of the Corporation (the "Secretary") to act on any matter that may properly be considered at a meeting of stockholders upon the written request of stockholders entitled to cast not less than a majority of all the votes entitled to be cast on such matter at such meeting.

(b) Stockholder-Requested Special Meetings.

(1) Any stockholder of record (a "stockholder of record" is hereby defined for all purposes of these Bylaws as a stockholder whose name and address appears on the Corporation's stock ledger pursuant to Article VI hereof) seeking to have stockholders request a special meeting shall, by sending written notice to the Secretary (the "Record Date Request Notice") by registered mail, return receipt requested, request the Board of Directors to fix a record date to determine the stockholders entitled to request a special meeting (the "Request Record Date"). The Record Date Request Notice shall set forth the purpose of the special meeting and describe each of the matters proposed to be acted on at the special meeting, and each such matter must (A) be a proper subject to be proposed and voted upon at a special meeting by stockholders of the Corporation under these Bylaws, the Articles of Incorporation, the MGCL, the Maryland REIT Law, and other applicable law, and (B) not relate to a matter that is expressly reserved for action by the Board of Directors under these Bylaws, the Articles of Incorporation, the MGCL, the Maryland REIT Law, or other applicable law. The Record Date Request Notice shall also be signed by one or more stockholders of record as of the date of signature (or their agents duly authorized in a writing accompanying the Record Date Request Notice), shall bear the date of signature of

each such stockholder (or such agent) and shall include, as applicable, the information required by paragraphs (a)(3) and (4) of Section 11 of this Article II with respect to each such stockholder, any Stockholder Associated Person (as defined in paragraph (a)(7) of Section 11 of this Article II), any Proposed Nominee (as defined in paragraph (a)(3)(i) of Section 11 of this Article II), and each other matter proposed to be acted on at the special meeting, and shall otherwise comply with the applicable requirements of paragraph (c) of Section 11 of this Article II. Upon receiving the Record Date Request Notice, the Board of Directors, by resolution adopted by the affirmative vote of a majority of the Entire Board, may fix a Request Record Date. The Request Record Date shall not precede and shall not be more than ten calendar days after the close of business on the date on which the resolution fixing the Request Record Date is adopted by the Board of Directors. If the Board of Directors, within ten calendar days after the date on which a valid Record Date Request Notice is received, fails to adopt a resolution fixing the Request Record Date, the Request Record Date shall be the close of business on the tenth calendar day after the first date on which a Record Date Request Notice is received by the Secretary.

(2) In order for any stockholder to request a special meeting of stockholders to act on any matter that may properly be considered at such a special meeting in accordance with the requirements of these Bylaws, the Articles of Incorporation, the MGCL, the Maryland REIT Law, and other applicable law, one or more written requests for a special meeting (collectively, the “Special Meeting Request”) signed by stockholders of record (or their agents duly authorized in a writing accompanying the request) as of the Request Record Date entitled to cast not less than a majority of all of the votes entitled to be cast on such matter at such meeting (the “Special Meeting Percentage”) shall be delivered to the Secretary. In addition, the Special Meeting Request shall (a) set forth the purpose of the meeting and the matters proposed to be acted on at the special meeting (which shall be limited to those matters set forth in the Record Date Request Notice received by the Secretary that may be brought before a special meeting of stockholders in accordance with these Bylaws, the Articles of Incorporation, the MGCL, the Maryland REIT Law, and other applicable law), (b) bear the date of signature of each such stockholder (or such agent) signing the Special Meeting Request, (c) set forth (i) the name and address, as they appear in the Corporation’s books, of each stockholder signing such request (or on whose behalf the Special Meeting Request is signed), (ii) the class, series and number of all shares of stock of the Corporation which are owned (beneficially or of record) by each such stockholder and (iii) the nominee holder for, and number of, shares of stock of the Corporation owned beneficially but not of record by such stockholder, (d) include, as applicable, the other information required by paragraphs (a)(3) and (4) of Section 11 of this Article II with respect to each such stockholder (but excluding any stockholder that has made such Special Meeting Request in response to a solicitation made pursuant to, and in accordance with, Section 14(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (including such rules and regulations, the “Exchange Act”) by way of a solicitation statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on Schedule 14A), any Stockholder Associated Person (as defined in paragraph (a)(7) of Section 11 of this Article II), any Proposed Nominee (as defined in paragraph (a)(3)(i) of Section 11 of this Article II), and each matter proposed to be acted on at the special meeting, and shall otherwise comply with the applicable requirements of paragraph (c) of Section 11 of this Article II, (e) be sent to the Secretary by registered mail, return receipt requested, and (f) be received by the Secretary within 60 calendar days after the Request Record Date. Any requesting stockholder (or agent duly authorized in a

writing accompanying the revocation of the Special Meeting Request) may revoke his, her or its request for a special meeting at any time by written revocation delivered to the Secretary.

(3) The Secretary shall inform the requesting stockholders of the reasonably estimated cost of preparing and mailing or delivering the notice of the meeting (including the Corporation's proxy materials). The Secretary shall not be required to call a special meeting upon stockholder request and such meeting shall not be held unless, in addition to the documents required by paragraph (2) of this Section 3(b), the Secretary receives payment of such reasonably estimated cost prior to the preparation and mailing or delivery of such notice of the meeting.

(4) In the case of any special meeting called by the Secretary upon the request of stockholders (a "Stockholder-Requested Meeting"), such meeting shall be held at such date and time and place, if any, as may be designated by the Board of Directors; *provided, however*, that the date of any Stockholder-Requested Meeting shall be not more than 90 calendar days after the record date for such meeting (the "Meeting Record Date"); and provided further that if the Board of Directors fails to designate, within ten days after the date that a valid Special Meeting Request is actually received by the Secretary (the "Delivery Date"), a date and time for a Stockholder-Requested Meeting, then such meeting shall be held at 2:00 p.m., local time, on the 90th calendar day after the Meeting Record Date or, if such 90th calendar day is not a Business Day (as defined below), on the first preceding Business Day; and provided further that in the event that the Board of Directors fails to designate a place for a Stockholder-Requested Meeting, or determine that such Stockholder-Requested Meeting shall be held solely by means of remote communication, within ten days after the Delivery Date, then such meeting shall be held at the principal executive office of the Corporation. In fixing a date for a Stockholder-Requested Meeting, the Board of Directors may consider such factors as it deems relevant, including, without limitation, the nature of the matters to be considered, the facts and circumstances surrounding any request for the meeting and any plan of the Board of Directors to call an annual meeting or a special meeting. In the case of any Stockholder-Requested Meeting, if the Board of Directors fails to fix a Meeting Record Date that is a date within 30 calendar days after the Delivery Date, then the close of business on the 30th calendar day after the Delivery Date shall be the Meeting Record Date. The Board of Directors may revoke the notice for any Stockholder-Requested Meeting in the event that the requesting stockholders fail to comply with the provisions of paragraph (3) of this Section 3(b).

(5) If written revocations of the Special Meeting Request have been delivered to the Secretary and the result is that stockholders of record (or their agents duly authorized in writing), as of the Request Record Date, entitled to cast less than the Special Meeting Percentage have delivered, and not revoked, requests for a special meeting on the matter to the Secretary: (i) if the notice of meeting has not already been delivered, the Secretary shall refrain from delivering the notice of the meeting and send to all requesting stockholders who have not revoked such requests written notice of any revocation of a request for a special meeting on the matter, or (ii) if the notice of meeting has been delivered and if the Secretary first sends to all requesting stockholders who have not revoked requests for a special meeting on the matter written notice of any revocation of a request for the special meeting and written notice of the Corporation's intention to revoke the notice of the meeting or for the chairman of the meeting to adjourn the meeting without action on the matter, (A) the Secretary may revoke the notice of the meeting at any time before ten calendar days before the commencement of the meeting or (B) the chairman

of the meeting may call the meeting to order and adjourn the meeting without acting on the matter. Any request for a special meeting received after a revocation by the Secretary of a notice of a meeting shall be considered a request for a new special meeting.

(6) The chairman of the board, president, or Board of Directors may appoint regionally or nationally recognized independent inspectors of elections to act as the agent of the Corporation for the purpose of promptly performing a ministerial review of the validity of any purported Special Meeting Request received by the Secretary. For the purpose of permitting the inspectors to perform such review, no such purported Special Meeting Request shall be deemed to have been received by the Secretary until the earlier of (i) five Business Days after actual receipt by the Secretary of such purported request, and (ii) such date as the independent inspectors certify to the Corporation that the valid requests received by the Secretary represent, as of the Request Record Date, stockholders of record entitled to cast not less than the Special Meeting Percentage. Nothing contained in this paragraph (6) shall in any way be construed to suggest or imply that the Corporation or any stockholder shall not be entitled to contest the validity of any request, whether during or after such five Business Day period, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

(7) For purposes of these Bylaws, "Business Day," shall mean any day other than a Saturday, a Sunday or a day on which banking institutions in the State of Maryland are authorized or obligated by law or executive order to close.

Section 4. Notice of Meetings. Not less than ten nor more than 90 calendar days before each meeting of stockholders, the Secretary shall give to each stockholder entitled to vote at such meeting and to each stockholder not entitled to vote who is entitled to notice of the meeting notice in writing or by electronic transmission stating the time and place, if any, of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting or as otherwise may be required by any statute, the purpose for which the meeting is called, by mail, by presenting it to such stockholder personally, by leaving it at the stockholder's residence or usual place of business, by electronic transmission or by any other means permitted by Maryland law. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the stockholder at the stockholder's address as it appears on the records of the Corporation, with postage thereon prepaid. If transmitted electronically, such notice shall be deemed to be given when transmitted to the stockholder by an electronic transmission to any address or number of the stockholder at which the stockholder receives electronic transmissions. The Corporation may give a single notice to all stockholders who share an address, which single notice shall be effective as to any stockholder at such address, unless such stockholder objects to receiving such single notice or revokes a prior consent to receiving such single notice. Failure to give notice of any meeting to one or more stockholders, or any irregularity in such notice, shall not affect the validity of any meeting fixed in accordance with this Article II or the validity of any proceedings at any such meeting.

Subject to compliance with the requirements of Section 11(a) of this Article II with respect to matters intended to be brought before an annual meeting by stockholders, any business of the Corporation may be brought before an annual meeting of stockholders by or at the direction of the

Board of Directors (or any duly authorized committee thereof) without being specifically designated in the notice of the meeting (or any supplement thereto), except such business as is required by applicable law to be stated in such notice. No business shall be transacted at a special meeting of stockholders except as specifically designated in the notice of the meeting (or any supplement thereto) given by or at the direction of the person authorized to call the special meeting in accordance with these Bylaws. The Corporation may postpone or cancel a meeting of stockholders by making a public announcement (as defined in Section 11(c)(6) of this Article II) of such postponement or cancellation prior to the meeting. Notice of the date, time, and place (if any) to which the meeting is postponed shall be given not less than ten calendar days prior to such date and otherwise in the manner set forth in this section.

Section 5. Quorum and Adjournment of Meetings. At any meeting of stockholders, the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at such meeting on any matter shall constitute a quorum; but this section shall not affect any requirement under applicable law or the Articles of Incorporation for the vote necessary for the approval of any matter. If such quorum is not established at any meeting of the stockholders, the chairman of the meeting may adjourn the meeting from time to time to a date not more than 120 calendar days after the original record date without notice other than announcement at the meeting. At such adjourned meeting, if a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally convened. The stockholders present either in person or by proxy, at a meeting which has been duly called and at which a quorum has been established, may continue to transact business until adjournment, notwithstanding the withdrawal from the meeting of enough stockholders to leave fewer than would be required to establish a quorum.

Section 6. Voting and Inspectors. Each share entitles the holder thereof to vote for as many individuals as there are directors to be elected and for whose election the holder is entitled to vote. Except as otherwise provided in Section 6 of Article III of these Bylaws, a majority of the votes cast at a meeting of stockholders duly called and at which a quorum is present shall be sufficient to approve any matter which may properly come before the meeting, unless more than a majority of the votes cast is required by applicable law or by the Articles of Incorporation. Unless otherwise provided by statute or by the Articles of Incorporation, each outstanding share of stock, regardless of class, entitles the holder thereof to cast one vote on each matter submitted to a vote at a meeting of stockholders. Voting on any question or in any election may be *viva voce* unless, before the voting begins, the chairman of the meeting shall order that voting be by ballot or otherwise. Abstentions and broker non-votes will be included for purposes of determining whether a quorum is present at a meeting of stockholders but will not be treated as votes cast. Abstentions and broker non-votes, therefore, will have no effect on proposals which require a plurality or majority of votes cast for approval but will have the same effect as a vote "against" on proposals requiring a majority or other specified percentage of outstanding voting securities for approval.

The Board of Directors or the chairman of the meeting may appoint, before or at the meeting, one or more inspectors for the meeting and any successor to the inspector. Except as otherwise provided by the chairman of the meeting, the inspectors, if any, shall (i) determine the number of shares of stock represented at the meeting, in person or by proxy, and the validity and effect of proxies, (ii) receive and tabulate all votes, ballots or consents, (iii) report such tabulation to the chairman of the meeting, (iv) hear and determine all challenges and questions arising in

connection with the right to vote, and (v) do such acts as are proper to fairly conduct the election or vote. Each such report shall be in writing and signed by the inspector or by a majority of them if there is more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be *prima facie* evidence thereof.

Section 7. Proxies. At each meeting of the stockholders, a holder of record of shares of stock of the Corporation may cast votes in person or by proxy executed by the stockholder or by the stockholder's duly authorized agent in any manner permitted by applicable law. Such proxy or evidence of authorization of such proxy shall be filed with the Secretary of the Corporation before or at the meeting. No proxy shall be valid more than eleven months after its date unless otherwise expressly provided in the proxy.

Section 8. Organization and Conduct of Stockholders' Meetings.

(a) Every meeting of stockholders shall be conducted by an individual designated by the Board of Directors, by a resolution adopted by the affirmative vote of a majority of the Entire Board, to be chairman of the meeting or, in the absence of such appointment or appointed individual, by the chairman of the board or, in the case of a vacancy in the office or absence of the chairman of the board, by one of the following officers present at the meeting in the following order: the vice chairman of the board, if there is one, the president, the vice presidents in their order of rank and, within each rank, in their order of seniority, the Secretary or, in the absence of such officers, a chairman chosen by the stockholders by the vote of a majority of the votes cast by stockholders present in person or by proxy. The secretary or, in the case of a vacancy in the office or absence of the Secretary, an assistant secretary or an individual designated by the Board of Directors or the chairman of the meeting shall act as secretary. In the event that the Secretary presides at a meeting of stockholders, an assistant secretary or, in the absence of all assistant secretaries, an individual appointed by the Board of Directors or the chairman of the meeting shall record the minutes of the meeting. The order of business and all other matters of procedure at any meeting of stockholders shall be determined by the chairman of the meeting.

(b) To the maximum extended permitted by applicable law, the Board of Directors shall be entitled to, or in the absence of the Board of Directors doing so, the chairman of the meeting shall be entitled to, prescribe such rules, regulations, and procedures and take such action as, it, he, or she, as the case may be, determines, in its, his, or her sole discretion, without any action by the stockholders, to be appropriate for the proper conduct of the meeting, including, without limitation, (i) restricting admission to the time set for the commencement of the meeting; (ii) limiting attendance or participation at the meeting to stockholders of record of the Corporation, their duly authorized proxies and such other individuals as the chairman of the meeting may determine; (iii) limiting the time allotted to questions or comments; (iv) determining when and for how long the polls should be opened and when the polls should be closed; (v) maintaining order and security at the meeting; (vi) removing any stockholder or any other individual who refuses to comply with meeting procedures, rules, or guidelines as set forth by the chairman of the meeting; (vii) concluding a meeting or recessing or adjourning the meeting, whether or not a quorum is present, to a later date and time and at a place, if any, announced at the meeting; (viii) complying with any state and local laws and regulations concerning safety and security; (ix) restricting use of

audio or video recording devices at the meeting; and (x) taking such other action as is deemed necessary, appropriate, or convenient for the proper conduct of the meeting. Unless otherwise determined by the Board of Directors or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by stockholders at a meeting of stockholders may be taken without a meeting if (a) a unanimous consent setting forth the action is given in writing or by electronic transmission by each stockholder entitled to vote on the matter and filed with the minutes of proceedings of the stockholders, (b) a waiver of any right to dissent is given in writing or by electronic transmission by all stockholders entitled to notice of the meeting but not entitled to vote at it, and (c) the consents and waivers are filed with the records of the meetings of stockholders. Such consent shall be treated for all purposes as a vote at the meeting.

Section 10. Voting of Stock by Certain Holders. Stock of the Corporation registered in the name of a corporation, limited liability company, partnership, joint venture, trust or other entity, if entitled to be voted, may be voted by the president or a vice president, managing member, manager, general partner or trustee thereof, as the case may be, or a proxy appointed by any of the foregoing individuals, unless some other person who has been appointed to vote such stock pursuant to a bylaw or a resolution of the governing body of such corporation or other entity or agreement of the partners of a partnership presents a certified copy of such bylaw, resolution or agreement, in which case such person may vote such stock. Any trustee or fiduciary, in such capacity, may vote stock registered in such trustee's or fiduciary's name, either in person or by proxy.

Shares of stock of the Corporation directly or indirectly owned by it shall not be voted at any meeting and shall not be counted in determining the total number of outstanding shares entitled to be voted at any given time, unless they are held by it in a fiduciary capacity, in which case they may be voted and shall be counted in determining the total number of outstanding shares at any given time.

The Board of Directors may adopt by resolution a procedure by which a stockholder may certify in writing to the Corporation that any shares of stock registered in the name of the stockholder are held for the account of a specified person other than the stockholder. The resolution shall set forth the class of stockholders who may make the certification, the purpose for which the certification may be made, the form of certification and the information to be contained in it; if the certification is with respect to a record date, the time after the record date within which the certification must be received by the Corporation; and any other provisions with respect to the procedure which the Board of Directors considers necessary or desirable. On receipt by the Secretary of the Corporation of such certification, the person specified in the certification shall be regarded as, for the purposes set forth in the certification, the holder of record of the specified stock in place of the stockholder who makes the certification.

Section 11. Advance Notice of Stockholder Nominations for Director and Other Stockholder Proposals.

(a) Annual Meetings of Stockholders.

(1) Nominations of individuals for election to the Board of Directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the Corporation's notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof), (ii) if not specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof), otherwise properly brought before the annual meeting by or at the direction of the Board of Directors (or any duly authorized committee thereof), or (iii) by any stockholder of the Corporation who is Present in Person (as defined below) and who (A) was a stockholder of record at the record date set by the Board of Directors for the purpose of determining stockholders entitled to vote at the annual meeting, (B) was a stockholder of record at the time of giving of the notice by the stockholder provided for in this Section 11(a) and at the time of the annual meeting (and any postponement, adjournment, rescheduling, or continuation thereof), (C) is entitled to vote at the annual meeting in the election of each individual so nominated and on any such other business proposed by such stockholder, and (D) has complied with this Section 11 in all applicable respects. Except for proposals properly made in accordance with Rule 14a-8 of the Exchange Act, and included in the notice of meeting given by or at the direction of the Board of Directors, the foregoing clause (iii) shall be the exclusive means for a stockholder to propose business to be considered, or to propose any nominations of persons for election to the Board of Directors, at an annual meeting of stockholders.

(2) For any nomination of persons for election to the Board of Directors or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of paragraph (a)(1) of this Section 11, the stockholder must have given timely and proper notice thereof in writing to the Secretary of the Corporation and any such other business must otherwise (A) be a proper subject to be proposed and voted upon by stockholders of the Corporation under these Bylaws, the Articles of Incorporation, the MGCL, the Maryland REIT Law, and other applicable law, and (B) not relate to a matter that is expressly reserved for action by the Board of Directors under these Bylaws, the Articles of Incorporation, the MGCL, the Maryland REIT Law, or other applicable law. For purposes of these Bylaws, a notice by a stockholder to the Corporation proposing the nomination of persons for election to the Board of Directors or other business that is intended to be brought before a meeting of stockholders shall hereinafter be referred to as a "Stockholder Notice." To be timely for an annual meeting, a Stockholder Notice shall set forth all information required under this Section 11 and shall be delivered to, or mailed and received by, the Secretary at the principal executive office of the Corporation not earlier than the 150th calendar day, nor later than the close of business on the 120th calendar day, prior to the first anniversary of the date of the proxy statement (as defined in Section 11(c)(6) of this Article II) for the preceding year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is advanced by more than 30 calendar days, or delayed by more than 60 calendar days, from the first anniversary of the date of the preceding year's annual meeting, in order for the Stockholder Notice to be timely for the current year's annual meeting, it must be so delivered and received not earlier than the 150th calendar day prior to the date of such

annual meeting and not later than the close of business on the later of the 120th calendar day prior to the date of such annual meeting, as originally convened, or the tenth calendar day following the day on which public announcement of the date of such annual meeting is first made by the Corporation. In no event shall the public announcement of a postponement, adjournment, rescheduling, or continuation of an annual meeting to a later date or time, extend the time period or commence a new time period for the giving of a Stockholder Notice or other information as described herein.

(3) For a Stockholder Notice to be proper, it must set forth:

(i) as to each individual whom the stockholder proposes to nominate for election or reelection as a director (each, a “Proposed Nominee”)

(A) all information that would be required to be set forth in a Stockholder Notice pursuant to this Section 11 if such Proposed Nominee was the stockholder submitting the Stockholder Notice,

(B) the name, age, business address, residence address, email address, and telephone number of such Proposed Nominee,

(C) the principal occupation and employment of such Proposed Nominee,

(D) a written questionnaire with respect to the background and qualifications of such Proposed Nominee, completed by such Proposed Nominee in the form required by the Corporation (which form the stockholder providing the Stockholder Notice shall request in writing from the Secretary prior to submitting the Stockholder Notice and which the Secretary shall provide to such stockholder within ten days after receiving such request),

(E) a description in reasonable detail of any and all direct and indirect compensation, reimbursement, indemnification, benefits, and other agreements, arrangements, and understandings (whether written or oral, formal or informal, or monetary or non-monetary) and any other material relationships (i) between or among such Proposed Nominee, and the stockholder submitting the Stockholder Notice or any Stockholder Associated Person, including all information that would be required to be disclosed pursuant to Items 403 and 404 of Regulation S-K (or any successor provision) as promulgated by the SEC pursuant to the Exchange Act if the stockholder submitting the Stockholder Notice or Stockholder Associated Person was the “registrant” for purposes of such Items and such Proposed Nominee was a trustee, director, or executive officer of such registrant, and (ii) between or among such Proposed Nominee and any other person or entity (naming such person or entity) in connection with such Proposed Nominee’s nomination to the Board of Directors, and, if elected, such Proposed Nominee’s service as a member of the Board of Directors,

(F) to the extent that such Proposed Nominee has been previously convicted in any state or federal court of any criminal offense involving a

felony, fraud, dishonesty, or a breach of trust or duty, a description in reasonable detail of such offense and all legal proceedings relating thereto,

(G) a description in reasonable detail of any and all litigation, whether or not judicially resolved, settled, or dismissed, relating to the Proposed Nominee's past or current service on the board of directors, board of trustees, or similar governing body of any corporation, limited liability company, partnership, trust, or any other entity,

(H) a description in reasonable detail of any agreements, arrangements, or understandings (whether written or oral, formal, or informal, or monetary or non-monetary) between such Proposed Nominee and any person as to how such Proposed Nominee, if elected as a director, would act or vote on any issue or question that may come before the Board of Directors,

(I) a description in reasonable detail of any agreements, arrangements, or understandings (whether written or oral, formal, or informal, or monetary or non-monetary) between such Proposed Nominee and any person that could limit or interfere with such Proposed Nominee's ability to comply, if elected as a director, with his or her fiduciary duties under applicable law,

(J) a description in reasonable detail of any business or personal interests that could place such Proposed Nominee in a potential conflict of interest with the Corporation or any of its subsidiaries,

(K) a description in reasonable detail of any agreements, arrangements, or understandings (whether written or oral, formal or informal, or monetary or non-monetary) between such Proposed Nominee and any person that contemplates such Proposed Nominee, if elected as a director, resigning as a member of the Board of Directors prior to the conclusion of the term of office to which such Proposed Nominee was elected,

(L) the amount of any equity securities beneficially owned by such Proposed Nominee in any person or entity that competes with the Corporation,

(M) a description, with supporting documentation, of how such Proposed Nominee qualifies as a nominee for election as a director in accordance with Article III, Section 5 of these Bylaws;

(N) such Proposed Nominee's written consent to being named by the stockholder submitting the Stockholder Notice as its nominee for election as a director, to serving as a director of the Corporation if elected, and being named in the Corporation's form of proxy pursuant to Rule 14a-19 of the Exchange Act;

(O) all other information relating to such Proposed Nominee that is required to be disclosed in a proxy statement filed with the SEC, pursuant to Regulation 14A (or any successor provision) under the Exchange Act, in connection

with a contested election of directors of the Corporation wherein such Proposed Nominee is named as a candidate for election to the Board of Directors;

(ii) as to any other business that the stockholder proposes to bring before the meeting, (A) a description in reasonable detail of the business proposed to be brought before the meeting, (B) the text of the proposed business (including the text of any resolutions proposed for consideration and in the event such business includes a proposal, whether binding or precatory, to amend these Bylaws, the Article of Incorporation, or any policy of the Corporation, the text of the proposed amendment), (C) a description in reasonable detail of the reasons for conducting such business at the meeting, and (D) a description in reasonable detail of any interest in such business, direct or indirect, monetary or non-monetary, of such stockholder or any Stockholder Associated Person (as defined below), individually or in the aggregate, including any anticipated benefit to such stockholder or Stockholder Associated Person therefrom; and

(iii) as to the stockholder submitting the Stockholder Notice, any Proposed Nominee, and any Stockholder Associated Person,

(A) the class, series and number of all shares of stock or other securities of the Corporation or any affiliate thereof (collectively, the "Company Securities"), if any, which are owned (beneficially or of record) by such stockholder, Proposed Nominee, or Stockholder Associated Person, the date on which each such Company Security was acquired and the investment intent of such acquisition, and any short interest (including any opportunity to profit or share in any benefit from any decrease in the price of such stock or other security) in any Company Securities of any such person,

(B) the nominee holder for, and number of, any Company Securities owned beneficially but not of record by such stockholder, Proposed Nominee, or Stockholder Associated Person,

(C) whether and the extent to which such stockholder, Proposed Nominee, or Stockholder Associated Person, directly or indirectly (through brokers, nominees or otherwise), is subject to or during the last six months has engaged in any hedging, derivative, or other transaction or series of transactions or entered into any other agreement, arrangement, or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is to (I) manage risk or benefit of changes in the price of (x) Company Securities or (y) any security of any entity that was listed in the Peer Group in the Stock Performance Graph in the most recent annual report to security holders of the Corporation (a "Peer Group Company") for such stockholder, Proposed Nominee, or Stockholder Associated Person or (II) increase or decrease the voting power of such stockholder, Proposed Nominee or Stockholder Associated Person in the Corporation or any affiliate thereof (or, as applicable, in any Peer Group Company) disproportionately to such person's economic interest in the Company Securities (or, as applicable, in any Peer Group Company), and

(D) any interest, direct or indirect (including, without limitation, any existing or prospective commercial, business or contractual relationship with the Corporation), by security holdings or otherwise, of such stockholder, Proposed

Nominee or Stockholder Associated Person, in the Corporation or any affiliate thereof, other than an interest arising from the ownership of Company Securities where such stockholder, Proposed Nominee, or Stockholder Associated Person receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class or series.

(iv) as to the stockholder submitting the Stockholder Notice and any Stockholder Associated Person,

(A) the name and address of such stockholder, as they appear on the Corporation's stock ledger, and the current name and business address, if different, of each such Stockholder Associated Person,

(B) the investment strategy or objective, if any, of such stockholder and each such Stockholder Associated Person who is not an individual and a copy of the prospectus, offering memorandum or similar document, if any, provided to investors or potential investors in such stockholder and each such Stockholder Associated Person,

(C) the name and address of any person who contacted or was contacted by the stockholder giving the Stockholder Notice or any Stockholder Associated Person about the Proposed Nominee(s) or other business proposal,

(D) to the extent known by the stockholder giving the Stockholder Notice, the name and address of any other stockholder supporting the Proposed Nominee(s) for election or reelection as a director or the proposal of other business,

(E) a reasonably detailed description of any plans or proposals of such stockholder or any Stockholder Associated Person relating to the Corporation that would be required to be disclosed by such stockholder or Stockholder Associated Person pursuant to Item 4 of Schedule 13D if a Schedule 13D relating to the Corporation was filed with the SEC by such stockholder or Stockholder Associated Person pursuant to the Exchange Act (regardless of whether the requirement to file a Schedule 13D with the SEC is applicable to such stockholder or Stockholder Associated Person) together with a description of any agreements, arrangements, or understandings (whether written or oral, formal or informal, or monetary or non-monetary) that relate to such plans or proposals and naming all the parties to any such agreements, arrangements, or understandings,

(F) a representation from such stockholder that such stockholder intends to be Present in Person at the stockholders' meeting to nominate the Proposed Nominee(s) named in its Stockholder Notice and/or to bring such other business included in its Stockholder Notice before the meeting, as applicable, and an acknowledgment that, if such stockholder is not Present in Person at such meeting to nominate the Proposed Nominee(s) or to bring such business included in its Stockholder Notice, as applicable, before such meeting, the Corporation need not present such business

or Proposed Nominee(s) for a vote at such meeting, notwithstanding that proxies in respect of such vote may have been received by the Corporation;

(G) a representation from such stockholder as to whether such stockholder or any Stockholder Associated Person intends or is part of a group that intends (i) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the outstanding shares of Company Securities reasonably believed by such stockholder to be sufficient to elect the Proposed Nominee(s) and/or approve the proposed business included in its Stockholder Notice, as applicable, (ii) to solicit proxies, in support of the election of the Proposed Nominee(s), from stockholders representing the percentage of the voting power of the Company Securities entitled to vote on the election of directors, that is required by Rule 14a-19(a)(3) of the Exchange Act, and/or (iii) to engage in a solicitation (within the meaning of Exchange Act Rule 14a-1(l)) with respect to the election of the Proposed Nominee(s) and/or the approval of the other proposed business, as applicable, and if so, the name of each participant (as defined in Item 4 of Schedule 14A of the Exchange Act) in such solicitation.

(H) all other information relating to such stockholder and any Stockholder Associated Person that is required to be disclosed in a proxy statement filed with the SEC, pursuant to Regulation 14A (or any successor provision) under the Exchange Act, by such stockholder or any Stockholder Associated Person in connection with a contested solicitation of proxies for the election of directors of the Corporation in which such stockholder or any Stockholder Associated Person is a participant.

(4) A Stockholder Notice to the Corporation proposing the nomination of persons for election to the Board of Directors shall, with respect to each Proposed Nominee, be accompanied by a written representation and agreement executed by such Proposed Nominee in the form required by the Corporation (which form such stockholder submitting the Stockholder Notice shall request in writing from the Secretary prior to submitting the Stockholder Notice and which the Secretary shall provide to such stockholder within ten days after receiving such request) providing that such Proposed Nominee: (i) is not, and will not become, a party to any Voting Commitment (as defined below) that has not been disclosed to the Corporation or any Voting Commitment that could limit or interfere with such Proposed Nominee's ability to comply, if elected as a director of the Corporation, with such Proposed Nominee's fiduciary duties under applicable law; (ii) is not, and will not become, a party to any agreement, arrangement, or understanding (whether written or oral, formal or informal, or monetary or non-monetary) with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement, or indemnification in connection with service or action as a director or a director nominee that has not been disclosed to the Corporation in writing; (iii) is not subject to any governmental law, regulation, order, or decree that could prohibit, limit, or otherwise impede such Proposed Nominee's service on the Board of Directors; (iv) will, if elected as a director, comply with all applicable rules of any securities exchanges upon which the Company Securities are listed, the Articles of Incorporation, these Bylaws, all applicable publicly disclosed corporate governance, ethics, conflict of interest, confidentiality, stock ownership and trading policies and all other guidelines and policies of the Corporation generally applicable to directors (which other guidelines and policies will be provided to such Proposed Nominee within five Business Days after the Secretary receives any written request therefor from such Proposed Nominee), and all

applicable fiduciary duties under state law; and (v) intends to serve a full term as a director, if elected.

(5) The Corporation may also require any stockholder providing a Stockholder Notice with respect to a Proposed Nominee for election to the Board of Directors to furnish such other information (i) as may be reasonably required by the Corporation to determine the eligibility or suitability of such Proposed Nominee to serve as a director, or (ii) that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such Proposed Nominee under the listing standards of each securities exchange upon which the Company Securities are listed, any applicable rules of the SEC, any publicly disclosed standards used by the Board of Directors in selecting nominees for election as a director and for determining and disclosing the independence of directors, including those applicable to a director's service on any of the committees of the Board of Directors, or the requirements of any other laws or regulations applicable to the Corporation. If requested by the Corporation, any supplemental information required under this paragraph shall be provided within ten days after it has been requested by the Corporation. In addition, the Board may require any Proposed Nominee to submit to interviews with the Board of Directors or any committee thereof, such Proposed Nominee shall make himself or herself available for any such interviews within ten days following any reasonable request therefor from the Board of Directors or any committee thereof, and such Proposed Nominee shall be completely candid and truthful in responding to any questions posed during such interviews.

(6) In no event can a stockholder include in a Stockholder Notice a number of proposed nominees for election as directors that is greater than the number of directors to be elected to the Board of Directors at the stockholders' meeting to which that that Stockholder Notice relates. Notwithstanding anything in this subsection (a) of this Section 11 to the contrary, in the event that the number of directors to be elected to the Board of Directors at an annual meeting of stockholders is increased by the Corporation, and there is no public announcement by the Corporation of such action or specifying the size of the increased Board of Directors at least 130 calendar days prior to the first anniversary of the date of the proxy statement (as defined in Section 11(c)(6) of this Article II) for the preceding year's annual meeting, a Stockholder Notice required by this Section 11(a) shall also be considered timely with respect to such annual meeting, but only with respect to nominees for any new director positions created by such increase, and only with respect to a stockholder who had, prior to such increase in the size of the Board of Directors, previously submitted to the Corporation a timely and proper Stockholder Notice proposing nominees for election to the Board of Directors at such annual meeting in compliance with this Section 11 in all applicable respects, if it is delivered to, and received by, the Secretary at the principal executive office of the Corporation not later than the close of business on the tenth calendar day following the day on which such public announcement is first made by the Corporation.

(7) For purposes of this Section 11, (a) "Stockholder Associated Person" of any stockholder shall mean (i) any beneficial owner of any Company Securities owned of record or beneficially by such stockholder (other than a stockholder that is a depository), (ii) any Affiliate or Associate (within the meaning of Rule 12b-2 of the Exchange Act) of such stockholder or beneficial owner, (iii) any member of the immediate family of such stockholder or beneficial owner sharing the same household, (iv) any participant (as defined in paragraphs

(a)(ii)-(vi) of Instruction 3 to Item 4 of Schedule 14A) with such stockholder or beneficial owner in any solicitation of proxies contemplated by the Stockholder Notice delivered to the Corporation pursuant to this Section 11, (v) any person who may be deemed to be a member of a “group” (as such term is used in Rule 13d-5 of the Exchange Act) with such stockholder or beneficial owner (or any of their respective Affiliates or Associates) with respect to the shares of Company Securities, regardless of whether such person is disclosed as a member of a “group” in a Schedule 13D or an amendment thereto filed with the SEC relating to the Corporation, and (vi) any person that, directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such stockholder, and (b) Company Securities “beneficially owned” by a person shall mean all Company Securities which such person is deemed to beneficially own pursuant to Rules 13d-3 and 13d-5 of the Exchange Act, *provided* that such person shall in all events be deemed to beneficially own any Company Securities as to which such person has a right to acquire beneficial ownership at any time in the future, whether such right is exercisable immediately, only after the passage of time or only upon the satisfaction of certain conditions precedent.

(b) Special Meetings of Stockholders.

(1) Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation’s notice of meeting. Nominations of individuals for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected only (i) pursuant to the Corporation’s notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof), (ii) if not specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof), otherwise properly brought before the special meeting by or at the direction of the Board of Directors (or any duly authorized committee thereof), (iii) if properly brought before a Stockholder-Requested Meeting, requested and called in accordance with the provisions of Section 3 of these Bylaws for the purpose of electing one or more individuals to the Board of Directors, by a stockholder who submits a Special Meeting Request for such Stockholder-Requested Meeting that complies with Section 3 of these Bylaws, includes therein the Stockholder Notice required by paragraphs (a) (3) and (4) of this Section 11 with respect to such stockholder, any Stockholder Associated Person, and any Proposed Nominee, (vi) complies with paragraphs (a)(5) and (a)(6) of this Section 11, and (vii) provided that the special meeting has been called in accordance with Section 3 of these Bylaws for the purpose of electing one or more individuals to the Board of Directors, by any stockholder of the Corporation who is Present in Person and who (A) is a stockholder of record as of the record date set by the Board of Directors for the purpose of determining stockholders entitled to vote at the special meeting, (B) is a stockholder of record at the time of giving of the Stockholder Notice provided for in this Section 11 and at the time of the special meeting (and any postponement, adjournment, continuation, or rescheduling thereof), (C) is entitled to vote at the special meeting in the election of each individual so nominated, and (D) complies with the notice procedures and other requirements set forth in this Section 11(b) and Section 11(c).

(2) In the event that a special meeting of stockholders is called in accordance with these Bylaws for the purpose of electing one or more individuals to the Board of Directors, any stockholder may nominate an individual or individuals for election as a director, if

a Stockholder Notice from such stockholder, containing the information required by paragraphs (a)(3) and (4) of this Section 11 with respect to such stockholder, any Stockholder Associated Person, and any Proposed Nominee, is delivered to, or is mailed and received by, the Secretary at the principal executive office of the Corporation not earlier than the 120th calendar day prior to such special meeting and not later than the close of business on the later of the 90th calendar day prior to such special meeting and the tenth calendar day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed to be elected at such meeting. In no event, shall the public announcement of a postponement, adjournment, rescheduling, or continuation of a special meeting to a later date or time commence a new time period for the giving of any Stockholder Notice or other information as described herein.

(c) General.

(1) A stockholder submitting a Stockholder Notice, by its delivery to the Corporation, represents and warrants that all information contained therein, when submitted, is accurate in all respects. If any information contained in a Stockholder Notice submitted pursuant to this Section 11 is determined to be inaccurate in any respect, such Stockholder Notice may be deemed not to have been provided in accordance with this Section 11. Any stockholder who submits a Stockholder Notice shall notify the Secretary in writing at the principal executive offices of the Corporation of any inaccuracy or change in any information submitted pursuant to this Section 11 (including if such stockholder or any Stockholder Associated Person no longer intends to solicit proxies, in support of the election of the Proposed Nominee(s), from stockholders representing the percentage of the voting power of the Company Securities entitled to vote on the election of directors that is required by Rule 14a-19(a)(3) of the Exchange Act, and as was represented by such stockholder pursuant to Section 11(a)(3)(iv)(G))) within two Business Days after becoming aware of such inaccuracy or change, and any such notification shall clearly identify the inaccuracy or change, it being understood that no such notification may cure any deficiencies or inaccuracies with respect to any prior submission by such stockholder.

(2) A stockholder submitting a Stockholder Notice with respect to a stockholders' meeting shall update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the such meeting and as of the date that is ten Business Days prior to such meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation not later than five Business Days after the record date for such meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight Business Days prior to the date for such meeting or, if practicable, any adjournment or postponement thereof (and, if not practicable, on the first practicable date prior to the date to which such meeting has been adjourned or postponed) (in the case of the update and supplement required to be made as of ten Business Days prior to such meeting or any adjournment or postponement thereof). The update and supplement shall clearly identify the information that has changed since such stockholder's prior submission, it being understood that no such update may cure any deficiencies or inaccuracies with respect to any such prior submission or extend the time period for the delivery of a Stockholder Notice pursuant to this Section 11. If a Stockholder fails to provide such written

update to the Stockholder Notice within such period, the Stockholder Notice may be deemed not to have been provided in accordance with this Section 11.

(3) In addition, upon written request by the Secretary or the Board of Directors, any stockholder who submits a Stockholder Notice with respect to a stockholders' meeting shall provide, within five Business Days of delivery of such request (or such other period as may be specified in such request), (A) written verification, satisfactory, in the sole discretion of the Board of Directors or the Secretary, to demonstrate the accuracy of any information submitted by the stockholder pursuant to this Section 11, and (B) a written update of any information (including, if requested by the Corporation, written confirmation by such stockholder that it continues to intend to bring such nomination(s) or other business proposal before the meeting) submitted by the stockholder pursuant to this Section 11 as of an earlier date. If a stockholder fails to provide such written verification or written update within such period, the information as to which written verification or a written update was requested and, accordingly, the Stockholder Notice, may be deemed not to have been provided in accordance with this Section 11.

(4) If a stockholder submitting a Stockholder Notice fails to comply with the requirements of Rule 14a-19 of the Exchange Act (including because the stockholder fails to provide the Corporation with all information, notices, or updates required by Rule 14a-19), then the Proposed Nominee(s) of such stockholder shall be ineligible for election at the applicable stockholders' meeting and any adjournment, rescheduling, or postponement thereof, and any votes or proxies in respect of such nomination shall be disregarded (notwithstanding that proxies in respect of such vote may have been received by the Corporation). If (A) any stockholder provides notice pursuant to Rule 14a-19(b) of the Exchange Act in connection with the submission of a Stockholder Notice pursuant to this Section 11, and (B) (i) such stockholder subsequently either (x) notifies the Corporation that such stockholder no longer intends to solicit proxies in support of the election of its Proposed Nominee(s) in accordance with Rule 14a-19 of the Exchange Act, or (y) fails to comply with the requirements of Rule 14a-19 of the Exchange Act, and (ii) no other stockholder that has provided notice pursuant to Rule 14a-19 of the Exchange Act with respect to such Proposed Nominee(s) (x) intends to solicit proxies in support of the election of such Proposed Nominee in accordance with Rule 14a-19 of the Exchange Act, and (y) has complied with the requirements of Rule 14a-19 of the Exchange Act, then the nomination of such Proposed Nominee(s) shall be disregarded and no vote on the election of such Proposed Nominee(s) shall occur (notwithstanding that proxies in respect of such vote may have been received by the Corporation). If any stockholder provides notice pursuant to Rule 14a-19(b) of the Exchange Act in connection with a Stockholder Notice provided under this Section 11, such stockholder shall deliver to the Secretary, no later than five Business Days prior to the applicable meeting date or any adjournment, rescheduling, or postponement thereof, reasonable evidence that the requirements of Rule 14a-19(a)(3) of the Exchange Act have been satisfied.

(5) Only such individuals who are nominated in accordance with this Section 11 shall be eligible for election by stockholders as directors, and only such business shall be conducted at a meeting of stockholders as shall have been properly brought before the meeting in accordance with this Section 11. The chairman of a meeting of stockholders shall have the power to determine, in consultation with counsel (who may be the Corporation's internal counsel), whether any nomination or other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with this Section 11 and, if he or she should so

determine that a nomination or other business was not proposed in accordance with this Section 11, to declare to the meeting that such defective nomination or proposed business shall be disregarded.

(6) For purposes of this Section 11, (a) “the date of the proxy statement” shall have the same meaning as “the date of the company’s proxy statement released to stockholders” as used in Rule 14a-8(e) promulgated under the Exchange Act, as interpreted by the SEC from time to time; (b) “close of business” shall mean 5:00 p.m., local time, at the principal executive offices of the Corporation on any calendar day, whether or not such day is a Business Day; (c) “public announcement” or its corollary “publicly announced” shall mean disclosure (i) in a press release by the Corporation reported by the Dow Jones News Service, Associated Press, Business Wire, PR Newswire or other widely circulated news or wire service, (ii) in a document publicly filed by the Corporation with the SEC pursuant to the Exchange Act, or (iii) pursuant to another method reasonably intended by the Corporation to achieve broad-based dissemination of the information contained therein; (d) “Present in Person” shall mean that the stockholder proposing nominees for election as directors or other business to be brought before the stockholders’ meeting, or, if the proposing stockholder is not an individual, a qualified representative of such proposing stockholder, appear in person at such stockholders’ meeting (unless such meeting is held by means of the Internet or other electronic technology in which case the proposing stockholder or, if applicable, its qualified representative shall be present at such stockholders’ meeting by means of the Internet or other electronic technology); (e) “qualified representative” shall mean (i) if the stockholder is a corporation, any duly authorized officer of such corporation, (ii) if the stockholder is a limited liability company, any duly authorized member, manager or officer of such limited liability company, (iii) if the stockholder is a partnership, any general partner or person who functions as general partner for such partnership, (iv) if the stockholder is a trust, the trustee of such trust, or (v) if the stockholder is an entity other than the foregoing, the persons acting in such similar capacities as the foregoing with respect to such entity; and (f) “Voting Commitment” shall mean any agreement, arrangement, or understanding with, and any commitment or assurance to, any person or entity as to how a person, if elected as a director, will act or vote on any issue or question.

(7) Notwithstanding the foregoing provisions of this Section 11, at all times before and after the submission of a Stockholder Notice, a stockholder shall also comply with all applicable requirements of state law and of the Exchange Act and the rules and regulations thereunder (including, but not limited to, those relating to the timely and accurate filing with the SEC of Schedules 13D and 14A and all amendments and supplements thereto and the notice, filing, solicitation, and other requirements contained in Rule 14a-19 of the Exchange Act), as well as any interpretative guidance and/or requests from the Staff of the SEC, in connection with (A) the matters set forth in this Section 11, (B) any plans or proposals contemplated by such stockholder with respect to the Corporation in connection with submitting a Stockholder Notice pursuant to this Section 11, (C) any solicitation of, or communication to, stockholders made in connection with any Stockholder Notice submitted pursuant to this Section 11 or any of the matters contemplated by such Stockholder Notice, and (D) any filings made, or required to be made, with the SEC in connection therewith.

(8) For a Stockholder Notice to comply with the requirements of this Section 11, all the information required to be included therein by this Section 11 must be set forth

in writing directly within the body of the Stockholder Notice, rather than being incorporated by reference from any pre-existing document or writing, including, but not limited to, any documents publicly filed with the SEC.

(9) For a Stockholder Notice to comply with the requirements of this Section 11, each of the requirements of this Section 11 shall be directly and expressly responded to and a Stockholder Notice must clearly indicate and expressly cross-reference which provisions of this Section 11 the information disclosed is intended to be responsive to. Any global cross-references shall be disregarded, and information disclosed in the Stockholder Notice in response to any provision of this Section 11 shall not be deemed responsive to any other provision hereof unless it is expressly cross-referenced to such other provision and it is clearly apparent how such information is responsive to such other provision.

(10) A stockholder submitting a Stockholder Notice pursuant to this Section 11, by its delivery to the Corporation, acknowledges that it understands that nothing contained therein shall be considered confidential or proprietary information and that neither the Corporation, the Board of Directors, nor any agents or representatives thereof shall be restricted, in any manner, from publicly disclosing or using any of the information contained in a Stockholder Notice.

(11) Nothing in this Section 11 or elsewhere in these Bylaws shall be deemed to give any stockholder the right to have any nominations of persons for election to the Board of Directors or other proposed business included in any proxy statement prepared by the Corporation. Notwithstanding any notice of the meeting, proxy statement or supplement thereto sent to stockholders on behalf of the Corporation, a stockholder must separately comply with this Section 11 to propose any nominations or other business at any stockholders' meeting, including delivering its own separate and timely Stockholder Notice to the Secretary of the Corporation that complies in all respects with the requirements of this Section 11.

(12) Nothing in this Section 11 or elsewhere in these Bylaws shall be deemed to affect any right of a stockholder to request inclusion of a proposal in, nor the right of the Corporation to omit a proposal from, any proxy statement filed by the Corporation with the SEC pursuant to Rule 14a-8 (or any successor provision) of the Exchange Act and the SEC Staff's interpretations, guidance, and no-action letter determinations relating thereto.

(13) Notwithstanding anything in these Bylaws to the contrary, except as otherwise determined by the chairman of the meeting, if a stockholder submitting a Stockholder Notice pursuant to this Section 11 is not Present in Person at the stockholders' meeting to present its proposed nominations or other business, or if the stockholder, any Stockholder Associated Person, or any Proposed Nominee breaches, or takes any action contrary to, any of the representations, undertakings, or commitments made in the Stockholder Notice or any of the documents submitted in connection therewith, such proposed nominations or other business shall be disregarded, notwithstanding that proxies in respect of such matters may have been received by the Corporation.

(14) Notwithstanding the foregoing provisions of this Section 11, the disclosures required by this Section 11 to be included in a Stockholder Notice shall not include

any disclosures with respect to the ordinary course of business activities of any broker, dealer, commercial bank, or trust company that is deemed a Stockholder Associated Person solely as a result of being the stockholder directed to prepare and submit the Stockholder Notice on behalf of a beneficial owner of shares of Company Securities held of record by such broker, dealer, commercial bank, or trust company and who is not otherwise affiliated or associated with such beneficial owner.

Section 12. Control Share Acquisition Act. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, Title 3, Subtitle 7 of the MGCL shall not apply to any acquisition by any person of shares of stock of the Corporation. This Section 12 may be repealed, in whole or in part, at any time, whether before or after an acquisition of control shares and, upon such repeal, may, to the extent provided by any successor Bylaw, apply to any prior or subsequent control share acquisition.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed under the direction of, and all the powers of the Corporation shall be exercised by or under authority of, its Board of Directors.

Section 2. Power to Issue and Sell Stock. The Board of Directors may from time to time authorize the Corporation to issue and sell shares of stock of any class or series, whether now or hereafter authorized, to such persons and for such consideration as the Board of Directors shall deem advisable, subject to the provisions of the Articles of Incorporation. The Board of Directors may authorize the Corporation to issue fractional shares of stock or authorize the issuance of scrip, all on such terms and under such conditions as it may determine. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Board of Directors may authorize the issuance of units consisting of different securities of the Corporation. Any security issued in a unit shall have the same characteristics as any identical securities issued by the Corporation, except that the Board of Directors may provide that for a specified period securities of the Corporation issued in such unit may be transferred on the books of the Corporation only in such unit.

Section 3. Power to Authorize Dividends. The Board of Directors, from time to time as it may deem advisable, may authorize the Corporation to declare and pay dividends in stock, cash, or other property of the Corporation, out of any source available for dividends, to the stockholders according to their respective rights and interests, subject to the provisions of law and the Articles of Incorporation. Before payment of any dividend or other distribution, there may be set aside out of any assets of the Corporation available for dividends or other distributions such sum or sums as the Board of Directors may from time to time, in its absolute discretion, think proper as a reserve fund for contingencies, for equalizing dividends, for repairing or maintaining any property of the Corporation or for such other purpose as the Board of Directors shall determine, and the Board of Directors may modify or abolish any such reserve.

Section 4. Number, Tenure and Resignation of Directors. At any regular meeting or at any special meeting called for that purpose, the Board, by resolution adopted by the affirmative vote of a majority of the Entire Board, may establish, increase or decrease the number of directors, provided that the number thereof shall never be less than the minimum number required by the

MGCL, nor more than 15, and further provided that the tenure of office of a director shall not be affected by any decrease in the number of directors. Any director of the Corporation may resign at any time by delivering his or her resignation to the Board of Directors, the chairman of the board or the Secretary. Any resignation shall take effect immediately upon its receipt or at such later time specified in the resignation. The acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the resignation.

The names of the directors who are currently in office (each a “Current Director”) are:

Russell E. Burke III
George B. Langa
Mark C. Winmill
Thomas B. Winmill
William C. Zachary
Sally C. Carroll, Esq.

“Continuing Director” shall mean (i) each of the Current Directors, (ii) directors whose nomination for election by the Corporation’s stockholders or whose election by the directors to fill vacancies on the Board of Directors is approved by a majority of the Current Directors then serving on the Board of Directors, or (iii) any successor directors whose nomination for election by the stockholders or whose election by the directors to fill vacancies is approved by a majority of Continuing Directors or the successor Continuing Directors then in office. Notwithstanding anything to the contrary herein, any amendment of this definition of “Continuing Director” shall be valid only if approved by the affirmative vote of a majority of the Continuing Directors then in office.

All acts done at any meeting of the directors or by any person acting as a director, so long as his successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of the directors or of such person acting as a director or that they or any of them were disqualified, be as valid as if the directors or such other person, as the case may be, had been duly elected and were or was qualified to be directors or a director of the Corporation.

Section 5. Qualifications. Directors need not be stockholders of the Corporation. To qualify as a nominee for a directorship or election as a director, an individual, at the time of nomination or election as the case may be, (i)(A) shall be a resident United States citizen and have substantial expertise, experience or relationships relevant to the business of the Corporation, (B) shall have a master’s degree in economics, finance, business administration or accounting, a graduate professional degree in law from an accredited university or college in the United States or the equivalent degree from an equivalent institution of higher learning in another country, or a certification as a public accountant in the United States, or be deemed an “audit committee financial expert” as such term is defined in Item 401 of Regulation S-K (or any successor provision) as promulgated by the SEC pursuant to the Exchange Act; or (ii) shall be a current director of the Corporation.

In addition, to qualify as a nominee for a directorship or election as a director at the time of nomination or election as the case may be, (i) an incumbent nominee shall not have violated

any provision of the Conflicts of Interest and Corporate Opportunities Policy (the “Policy”), adopted by the Board on July 8, 2003, as subsequently amended or modified, and (ii) an individual who is not an incumbent director shall not have a relationship, hold any position or office or otherwise engage in, or have engaged in, any activity that would result in a violation of the Policy if the individual were elected as a director.

In addition, to qualify as a nominee for a directorship or election as a director at the time of nomination or election as the case may be, a person shall not, if elected as a director, cause the Corporation to be in violation of, or not in compliance with, applicable law, regulation or regulatory interpretation, or the Articles of Incorporation, or any general policy adopted by the Board of Directors regarding either retirement age or the percentage of interested persons and non-interested persons to comprise the Corporation’s Board of Directors.

The nominating committee of the Board of Directors, in its sole discretion, shall determine whether an individual satisfies the foregoing qualifications. Any individual nominated by the nominating committee of the Board of Directors shall be deemed to have satisfied the foregoing qualifications. Any individual not so nominated by the nominating committee of the Board of Directors shall be deemed not to satisfy the foregoing qualifications, unless the nominating committee adopts a resolution setting forth the affirmative determination that such individual satisfied the foregoing qualifications. Any individual who does not satisfy the qualifications set forth under the foregoing provisions of this Section 5 shall not be eligible for nomination or election as a director.

Section 6. Election. Unless the nominations of all nominees for election as director are approved by a majority of the Continuing Directors (as such term is defined herein), the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, shall be required to elect a director. If the nominations of all nominees for election as director are approved by a majority of the Continuing Directors, a plurality of all the votes cast at a meeting at which a quorum is present shall be sufficient to elect a director.

In the event that the nominations of all nominees for election as director are not approved by a majority of the Continuing Directors and no nominee receives the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, the incumbent directors shall hold over and continue to serve as directors of the Corporation until the next annual meeting of stockholders of the Corporation and until their respective successors are duly elected and qualify. In the event that the nominations of all nominees for election as director are not approved by a majority of the Continuing Directors and the number of nominees receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, is at least one but less than the number of directors to be elected, the incumbent directors who shall hold over and continue to serve as directors of the Corporation until the next annual meeting of stockholders of the Corporation and until their respective successors are duly elected and qualify shall be determined in descending order based on the number of votes received; provided that in no event shall the number of nominees receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of all classes of voting stock, voting together, plus the number of incumbent

directors holding over exceed the number of directors to be elected. A director holding over shall have the same rights and powers as a duly elected director.

Section 7. Vacancies and Newly Created Directorships. If for any reason any or all of the directors cease to be directors, such event shall not terminate the Corporation or affect these Bylaws or the powers of the remaining directors hereunder. Except as may be provided by the Board of Directors in setting the terms of any class or series of preferred stock, any vacancy on the Board of Directors may be filled only by a majority of the remaining directors, even if the remaining directors do not constitute a quorum, and any director elected to fill a vacancy shall serve for the remainder of the full term of the directorship in which the vacancy occurred and until a successor is elected and qualifies.

Section 8. Chairman of the Board. The chairman of the Board of Directors shall be the president if a director or, if not, the next most senior officer of the Corporation who is a member of the Board of Directors, and the chairman, or his designee, shall preside at all meetings of the Board of Directors. He or she shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 9. Regular Meetings. The Board of Directors may provide, by resolution, the time and place of regular meetings of the Board of Directors without other notice than such resolution.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairman of the board, the president or a majority of the directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place of any special meeting of the Board of Directors called by them. The Board of Directors may provide, by resolution, the time and place of special meetings of the Board of Directors without other notice than such resolution. Notice of any special meeting of the Board of Directors shall be delivered personally or by telephone, electronic mail, facsimile transmission, courier or United States mail to each director at his or her business or residence address. Notice by personal delivery, telephone, electronic mail or facsimile transmission shall be given at least 24 hours prior to the meeting. Notice by United States mail shall be given at least three calendar days prior to the meeting. Notice by courier shall be given at least two calendar days prior to the meeting. Telephone notice shall be deemed to be given when the director or his or her agent is personally given such notice in a telephone call to which the director or his or her agent is a party. Electronic mail notice shall be deemed to be given upon transmission of the message to the electronic mail address given to the Corporation by the director. Facsimile transmission notice shall be deemed to be given upon completion of the transmission of the message to the number given to the Corporation by the director and receipt of a completed answer-back indicating receipt. Notice by United States mail shall be deemed to be given when deposited in the United States mail properly addressed, with postage thereon prepaid. Notice by courier shall be deemed to be given when deposited with or delivered to a courier properly addressed. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be stated in the notice, unless specifically required by statute or these Bylaws.

Section 11. Telephone Meetings. Directors may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the

meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

Section 12. Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of such directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, and provided further that if, pursuant to applicable law, the Articles of Incorporation or these Bylaws, the vote of a majority or other percentage of a specified group of directors is required for action, a quorum must also include a majority or such other percentage of such group. The directors present at a meeting which has been duly called and at which a quorum has been established may continue to transact business until adjournment, notwithstanding the withdrawal from the meeting of enough directors to leave fewer than required to establish a quorum.

The action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable law, the Articles of Incorporation, or these Bylaws. If enough directors have withdrawn from a meeting to leave fewer than required to establish a quorum, but the meeting is not adjourned, the action of the majority of that number of directors necessary to constitute a quorum at such meeting shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable law, the Articles of Incorporation or these Bylaws.

Section 13. Organization. At each meeting of the Board of Directors, the chairman of the board or, in the absence of the chairman, the vice chairman of the board, if any, shall act as chairman of the meeting. In the absence of both the chairman and vice chairman of the board, the president or, in the absence of the president, a director chosen by a majority of the directors present shall act as chairman of the meeting. The secretary or, in his or her absence, an assistant secretary of the Corporation or, in the absence of the Secretary and all assistant secretaries, an individual appointed by the chairman of the meeting shall act as secretary of the meeting.

Section 14. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous consent which sets forth the action is: (a) given in writing or by electronic transmission by each member of the board; and (b) filed in paper or electronic form with the minutes of proceedings of the board.

Section 15. Compensation of Directors. Directors shall not receive any stated salary for their services as directors but, by resolution of the Board of Directors, may receive compensation per year and/or per meeting and/or per visit to real property or other facilities owned or leased by the Corporation and for any service or activity they performed or engaged in as directors. Directors may be reimbursed for expenses of attendance, if any, at each annual, regular or special meeting of the Board of Directors or of any committee thereof and for their expenses, if any, in connection with each property visit and any other service or activity they perform or engage in as directors; but nothing herein contained shall be construed to preclude any directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 16. Reliance. Each director and officer of the Corporation shall, in the performance of his or her duties with respect to the Corporation, be entitled to rely on any information, opinion, report or statement, including any financial statement or other financial data, prepared or presented by an officer or employee of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented, by a lawyer, certified public accountant or other person, as to a matter which the director or officer reasonably believes to be within the person's professional or expert competence, or, with respect to a director, by a committee of the Board of Directors on which the director does not serve, as to a matter within its designated authority, if the director reasonably believes the committee to merit confidence.

Section 17. Ratification. The Board of Directors or the stockholders may ratify any action or inaction by the Corporation or its officers to the extent that the Board of Directors or the stockholders could have originally authorized the matter and, if so ratified, such action or inaction shall have the same force and effect as if originally duly authorized, and such ratification shall be binding upon the Corporation and its stockholders. Any action or inaction questioned in any proceeding on the ground of lack of authority, defective or irregular execution, adverse interest of a director, officer or stockholder, non-disclosure, miscomputation, the application of improper principles or practices of accounting, or otherwise, may be ratified, before or after judgment, by the Board of Directors or by the stockholders, and such ratification shall constitute a bar to any claim or execution of any judgment in respect of such questioned action or inaction.

Section 18. Certain Rights of Directors and Officers. Any director or officer, in his or her personal capacity or in a capacity as an affiliate, employee or agent of any other person, or otherwise, may have business interests and engage in business activities similar to, in addition to or in competition with those of or relating to the Corporation.

Section 19. Emergency Provisions. Notwithstanding any other provision in the Articles of Incorporation or these Bylaws, this Section 19 shall apply during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors under Article III of these Bylaws cannot readily be obtained (an "Emergency"). During any Emergency, unless otherwise provided by the Board of Directors, (a) a meeting of the Board of Directors or a committee thereof may be called by any director or officer by any means feasible under the circumstances; (b) notice of any meeting of the Board of Directors during such an Emergency may be given less than 24 hours prior to the meeting to as many directors and by such means as may be feasible at the time, including publication, television or radio; and (c) the number of directors necessary to constitute a quorum shall be one-third of the Entire Board.

ARTICLE IV – COMMITTEES

Section 1. Organization. By resolution approved by the affirmative vote of a majority of the Entire Board, the Board of Directors may appoint from among its members one or more committees, including an executive committee, each consisting of at least one director, to serve at the pleasure of the Board of Directors. The chairman of the board, if any, shall be a member of the executive committee.

There shall also be a committee of the Board of Directors consisting solely of all Continuing Directors then in office, which committee shall have the power to take all actions delegated to the Continuing Directors by the Articles of Incorporation or these Bylaws.

Section 2. Powers of the Executive Committee. Unless otherwise provided by resolution of the Board of Directors approved by the affirmative vote of a majority of the Entire Board, when the Board of Directors is not in session the executive committee shall have and may exercise all powers of the Board of Directors in the direction of the management of the business and affairs of the Corporation that may lawfully be exercised by an executive committee.

Section 3. Powers of Other Committees of the Board of Directors. To the extent provided by resolution of the Board of Directors approved by the affirmative vote of a majority of the Entire Board, other committees of the Board of Directors shall have and may exercise any of the powers that, pursuant to applicable law, may lawfully be granted to a committee of the Board of Directors. Except as may be otherwise provided by resolution of the Board of Directors approved by the affirmative vote of a majority of the Entire Board, any committee may delegate some or all of its power and authority to one or more subcommittees, composed of one or more directors, as the committee deems appropriate in its sole and absolute discretion.

Section 4. Proceedings and Quorum. Notice of committee meetings shall be given in the same manner as notice for special meetings of the Board of Directors. A majority of the members of the committee shall constitute a quorum for the transaction of business at any meeting of the committee. The act of a majority of the committee members present at a meeting shall be the act of such committee. The Board of Directors may, by resolution approved by the affirmative vote of a majority of the Entire Board, designate a chairman of any committee, and such chairman or, in the absence of a chairman, any two members of any committee (if there are at least two members of the committee) may fix the time and place of its meeting unless the Board of Directors shall otherwise provide. In the absence of an appropriate resolution of the Board of Directors approved by the affirmative vote of a majority of the Entire Board, each committee may adopt such other rules and regulations governing its proceedings and manner of acting as it shall deem proper and desirable. In the event any member of any committee is absent from any meeting, the members thereof present at the meeting, whether or not they constitute a quorum, may appoint a member of the Board of Directors to act in the place of such absent member.

Section 5. Written Consent by Committee. Any action required or permitted to be taken at any meeting of a committee of the Board of Directors may be taken without a meeting if a consent in writing or by electronic transmission to such action is given by each member of the committee and is filed with the minutes of proceedings of such committee.

Section 6. Vacancies. Subject to the provisions hereof, the Board of Directors shall have the power at any time to change the membership of any committee, to fill all vacancies, to designate alternate members to replace any absent or disqualified member or to dissolve any such committee.

ARTICLE V – OFFICERS

Section 1. Officers. The officers of the Corporation shall be a president, a secretary, and a treasurer, and may include one or more vice presidents (including executive and senior vice presidents), assistant secretaries or assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of this Article V.

Section 2. Election, Tenure, and Qualifications. The officers of the Corporation shall be elected annually by the Board of Directors, except that the president may from time to time appoint one or more vice presidents, assistant secretaries and assistant treasurers or other officers. Each officer shall serve until his or her successor is elected and qualifies or until his or her death, or his or her resignation or removal in the manner hereinafter provided. Any person may hold one or more offices of the Corporation except that no one person may serve concurrently as both the president and vice president. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 3. Vacancies and Newly Created Offices. If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification or other cause, or if any new office shall be created, such vacancies or newly created offices may be filled by the Board of Directors or the president.

Section 4. Removal and Resignation. If the Board of Directors in its judgment finds that the best interests of the Corporation will be served, it may, by resolution approved by the affirmative vote of a majority of the Entire Board, remove any officer or agent of the Corporation at any time (either with or without cause), although the removal of an officer or agent does not prejudice any of his contract rights. Any officer may resign from office at any time by delivering a resignation to the Board of Directors, the chairman of the board, the president, or the Secretary. Any resignation shall take effect immediately upon its receipt or at such later time specified in the resignation. The acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the resignation. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 5. President. The president shall be the chief executive officer of the Corporation. Subject to the supervision of the Board of Directors, the president shall have general charge of the business, affairs, and property of the Corporation and general supervision over its officers, employees and agents. Except as the Board of Directors may otherwise order, the president may sign in the name and on behalf of the Corporation all deeds, bonds, contracts, or agreements. The president shall exercise such other powers and perform such other duties as from time to time may be assigned by the Board of Directors.

Section 6. Vice President. Vice presidents (including executive and senior vice presidents) shall have such powers and perform such duties as from time to time may be assigned to them by the Board of Directors and the president. At the request of, or in the absence or in the event of the disability of, the president, the vice president (or, if there are two or more vice presidents (including executive and senior vice presidents)), then the highest ranking, and then the most senior, of the vice presidents present and able to act) may perform all the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 7. Treasurer and Assistant Treasurers. The treasurer shall be the chief accounting officer of the Corporation and shall have general charge of the finances and books of account of the Corporation. The treasurer shall perform all acts incidental to the office of treasurer, subject to the control of the Board of Directors and the president.

Any assistant treasurer may perform such duties of the treasurer as the treasurer, the president, and the Board of Directors may assign, and, in the absence of the treasurer, may perform all the duties of the treasurer.

Section 8. Secretary and Assistant Secretaries. The secretary shall attend to the giving and serving of all notices of the Corporation and shall record all proceedings of the meetings of the stockholders and directors in books to be kept for that purpose. The secretary shall keep in safe custody the records of the Corporation, including the stock books and such other books and papers as the Board of Directors and president may direct and such books, reports, certificates and other documents required by law to be kept, all of which shall at all reasonable times be open to inspection by any director. The secretary shall perform such other duties which appertain to this office or as may be required by the Board of Directors and the president.

Any assistant secretary may perform such duties of the Secretary as the Secretary, the president, and the Board of Directors may assign, and, in the absence of the Secretary, may perform all the duties of the Secretary.

Section 9. Remuneration. The salary or other compensation of the president of the Corporation shall be fixed from time to time by resolution of the Board of Directors, and the president shall have the power to fix the salaries or other compensation of any subordinate officers or agents appointed in accordance with the provisions of this Article V.

Section 10. Loans and Guarantees. The Corporation may lend money to, guarantee an obligation of, or otherwise assist an officer or other employee of the Corporation or of its direct or indirect subsidiary, including an officer or employee who is a director of the Corporation or the subsidiary, if the loan, guarantee, or assistance (1) in the judgment of the directors, reasonably may be expected to benefit the Corporation; or (2) is an advance made against indemnification in accordance with the MGCL. The loan, guarantee, or other assistance may be: (1) with or without interest; (2) unsecured; or (3) secured in any manner that the Board of Directors approves, including a pledge of the stock of the Corporation.

Section 11. Surety Bonds. The Board of Directors may require any officer or agent of the Corporation to execute a bond (including, without limitation, any bond required by applicable law, and the rules and regulations of the SEC promulgated thereunder) to the Corporation in such sum and with such surety or sureties as the Board of Directors may determine, conditioned upon the faithful performance of his or her duties to the Corporation, including responsibility for negligence and for the accounting of any of the Corporation's property, funds or securities that may come into his or her hands.

ARTICLE VI – CAPITAL STOCK

Section 1. Certificates of Stock. Except as may be otherwise provided by the Board of Directors or any officer of the Corporation, stockholders of the Corporation are not entitled to

certificates representing the shares of stock held by them. In the event that the Corporation issues shares of stock represented by certificates, such certificates shall be in such form as prescribed by the Board of Directors or a duly authorized officer, shall contain the statements and information required by the MGCL and shall be signed by the officers of the Corporation in any manner permitted by the MGCL. In the event that the Corporation issues shares of stock without certificates, to the extent then required by the MGCL, the Corporation shall provide to the record holders of such shares a written statement of the information required by the MGCL to be included on stock certificates. There shall be no differences in the rights and obligations of stockholders based on whether or not their shares are represented by certificates.

Section 2. Transfer of Shares. All transfers of shares of stock shall be made on the books of the Corporation, by the holder of the shares, in person or by his or her attorney, in such manner as the Board of Directors or any officer of the Corporation may prescribe and, if such shares are certificated, upon surrender of certificates duly endorsed. The issuance of a new certificate upon the transfer of certificated shares is subject to the determination of the Board of Directors or an officer of the Corporation that such shares shall no longer be represented by certificates. Upon the transfer of any uncertificated shares, the Corporation shall provide to the record holders of such shares, to the extent then required by the MGCL, a written statement of the information required by the MGCL to be included on stock certificates.

The Corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by the laws of the State of Maryland.

Notwithstanding the foregoing, transfers of shares of any class or series of stock will be subject in all respects to the Articles of Incorporation and all of the terms and conditions contained therein.

Section 3. Stock Ledgers. The stock ledgers of the Corporation, containing the names and addresses of the stockholders and the number of shares held by them respectively, shall be kept at the principal office of the Corporation or, if the Corporation employs a transfer agent, at the offices of the transfer agent of the Corporation. The stock ledgers of the Corporation shall be considered confidential and shall not be made available, except as required by applicable law to be made available to stockholders of record for a proper purpose in such capacity.

Section 4. Transfer Agents and Registrars. The Board of Directors may from time to time appoint or remove transfer agents and/or registrars of transfers of shares of stock of the Corporation, and it may appoint the same person as both transfer agent and registrar.

Section 5. Fixing of Record Date. The Board of Directors may, by resolution approved by the affirmative vote of a majority of the Entire Board, set, in advance, a record date for the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or determining stockholders entitled to receive payment of any dividend or the allotment of any other rights, or in order to make a determination of stockholders for any other proper purpose. Such date, in any case, shall not be prior to the close of business on the day the record date is fixed and shall be not more than 90 calendar days and, in the case of a meeting of stockholders, not less than ten calendar days, before the date on which the meeting or particular action requiring such determination of stockholders of record is to be held or taken.

When a record date for the determination of stockholders entitled to notice of and to vote at any meeting of stockholders has been set as provided in this section, such record date shall continue to apply to the meeting if postponed or adjourned, except if the meeting is postponed or adjourned to a date more than 120 calendar days after the record date originally fixed for the meeting, in which case a new record date for such meeting shall be determined as set forth herein.

Section 6. Lost, Stolen, or Destroyed Certificates. Any officer of the Corporation may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, destroyed, stolen or mutilated, upon the making of an affidavit of that fact by the person claiming the certificate to be lost, destroyed, stolen or mutilated; *provided, however*, if such shares have ceased to be certificated, no new certificate shall be issued unless requested in writing by such stockholder and the Board of Directors or an officer of the Corporation has determined that such certificates may be issued. Unless otherwise determined by an officer of the Corporation, the owner of such lost, destroyed, stolen or mutilated certificate or certificates, or his or her legal representative, shall be required, as a condition precedent to the issuance of a new certificate or certificates, to give the Corporation a bond in such sums as it may direct as indemnity against any claim that may be made against the Corporation.

ARTICLE VII – CONFLICT OF INTEREST TRANSACTIONS

Section 1. General Rule. If Section 2 of this Article VII is complied with, a contract or other transaction between the Corporation and any of its directors or between the Corporation and any other corporation, firm, or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: (1) the common directorship or interest; (2) the presence of the director at the meeting of the board or a committee of the board which authorizes, approves, or ratifies the contract or transaction; or (3) the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction.

Section 2. Disclosure and Ratification. Section 1 of this Article VII applies if: (1) the fact of the common directorship or interest is disclosed or known to: (i) the Board of Directors or a committee of the Board of Directors, and the board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast

by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or (2) the contract or transaction is fair and reasonable to the Corporation.

Section 3. Counting Common or Interested Directors in Determining Quorum. Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified.

ARTICLE VIII – FISCAL YEAR AND ACCOUNTANT

Section 1. Fiscal Year. The fiscal year of the Corporation shall, unless otherwise ordered by the Board of Directors, be twelve calendar months ending on the 31st day of December.

Section 2. Accountant. The Corporation shall employ an independent public accountant or a firm of independent public accountants as its accountants to examine the accounts of the Corporation and to sign and/or certify financial statements filed by the Corporation. The employment of the accountant shall be conditioned upon the right of the Corporation to terminate the employment forthwith without any penalty by vote of a majority of the outstanding voting securities at any stockholders' meeting called for that purpose.

ARTICLE IX – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification of Directors and Officers. To the maximum extent permitted by Maryland law in effect from time to time, the Corporation shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former director or officer of the Corporation and who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity or (b) any individual who, while a director or officer of the Corporation and at the request of the Corporation, serves or has served as a director, officer, trustee, member, manager or partner of another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity. The rights to indemnification and advance of expenses provided by the Articles of Incorporation and these Bylaws shall vest immediately upon election of a director or officer. The Corporation may, with the approval of its Board of Directors, provide such indemnification and advance for expenses to an individual who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Section 2. Insurance of Directors, Officers, Employees and Agents. The Corporation may purchase and maintain insurance or other sources of reimbursement to the extent permitted by law on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee,

member, manager or partner of another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in or arising out of his position.

Section 3. Non-exclusivity. The indemnification and payment or reimbursement of expenses provided by, or granted pursuant to, this Article IX shall not be deemed exclusive of or limit in any way any other rights to which those seeking indemnification or payment or reimbursement of expenses may be entitled under the Articles of Incorporation, these Bylaws, an agreement, a vote of stockholders or directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 4. Amendment. Notwithstanding anything to the contrary herein, no amendment, alteration, or repeal of this Article IX or the adoption, alteration or amendment of any other provisions to the Articles of Incorporation or these Bylaws inconsistent with this Article IX shall adversely affect any right or protection of any person under this Article IX with respect to any act or failure to act which occurred prior to such amendment, alteration, repeal, or adoption.

ARTICLE X – WAIVER OF NOTICE

Whenever any notice of a meeting is required to be given pursuant to the Articles of Incorporation or these Bylaws or pursuant to applicable law, a waiver thereof in writing or by electronic transmission, given by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice of such meeting, unless specifically required by applicable law. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

ARTICLE XI – EXCLUSIVE FORUM FOR CERTAIN LITIGATION

Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court for Baltimore City, Maryland, or, if that Court does not have jurisdiction, other state courts of the State of Maryland or, if no state court located within the State of Maryland has jurisdiction, the United States District Court for the District of Maryland, Northern Division, shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of any duty owed by any director or officer or other employee of the Corporation to the Corporation or to the stockholders of the Corporation, (c) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the MGCL, the Maryland REIT Law, the Articles of Incorporation, or these Bylaws (as any of the foregoing may be amended from time to time), (d) any action to interpret, apply, enforce, or determine the validity of the Articles of Incorporation or these Bylaws (as either may be amended from time to time), or (e) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation that is governed by the internal affairs doctrine. If any action within the scope of these Bylaws is filed in a court other than a court located within the

State of Maryland (a “Foreign Action”) in the name of any stockholder, such stockholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Maryland in connection with any action brought in any such court to enforce this Article XI, and (ii) having service of process made upon such stockholder in any such action by service upon such stockholder’s counsel in the Foreign Action as agent for such stockholder.

Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

Any person or entity purchasing or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XI.

ARTICLE XII – ADOPTION, ALTERATION OR REPEAL OF BYLAWS

Except as otherwise expressly provided in these Bylaws, the Board of Directors shall have the exclusive power to adopt, alter, or repeal any provision of these Bylaws, in whole or in part, and to make new Bylaws. Any such amendment, alteration, or repeal must be approved by resolution of the Board of Directors approved by the affirmative vote of a majority of the Entire Board.

END OF BYLAWS

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark C. Winmill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Self Storage, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2024

/s/ Mark C. Winmill

Mark C. Winmill
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Thomas O'Malley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Self Storage, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2024

/s/ Thomas O'Malley

Thomas O'Malley
Chief Financial Officer, Treasurer and Senior Vice President
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark C. Winmill, Chief Executive Officer of Global Self Storage, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the knowledge of the undersigned:

1. The Quarterly Report on Form 10-Q for the period ended June 30, 2024 (the "Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Global Self Storage, Inc.

Date: August 9, 2024

/s/ Mark C. Winmill

Mark C. Winmill

President and Chief Executive Officer
(Principal Executive Officer)

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed as filed by Global Self Storage, Inc. for purposes of Securities Exchange Act of 1934.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Thomas O'Malley, Chief Financial Officer, Treasurer and Vice President of Global Self Storage, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the knowledge of the undersigned:

1. The Quarterly Report on Form 10-Q for the period ended June 30, 2024 (the "Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Global Self Storage, Inc.

Date: August 9, 2024

/s/ Thomas O'Malley

Thomas O'Malley

Chief Financial Officer, Treasurer and Senior Vice President
(Principal Financial Officer)

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed as filed by Global Self Storage, Inc. for purposes of Securities Exchange Act of 1934.
